

Friday 16 September 2022

Australian Clinical Labs Limited - 2022 Annual General Meeting

The following announcements to the market are provided:

- ✓ AGM Notice of Meeting
- ✓ Proxy Form
- ✓ Shareholder Question Form
- ✓ Online Guide from Link Market Services

Australian Clinical Labs Limited 2022 Annual Report (including the 2022 Corporate Governance Statement)

Appendix 4G

– ENDS –

This announcement was authorised for release to ASX by the Company Secretary. For further information regarding this announcement, please contact:

Company Secretary

Eleanor Padman

Company Secretary

Email:

epadman@padmanadvisory.com.au

Phone: +61 (0) 422 002 918

About Australian Clinical Labs

ACL is a leading Australian private provider of pathology services. Our NATA accredited laboratories perform a diverse range of pathology tests each year for a range of clients including doctors, specialists, patients, hospitals and corporate clients. ACL is one of the largest private hospital pathology businesses nationally. ACL is focused on its mission of combining talented people, and medical and scientific leadership, with innovative thinking and technologies to empower decision making that saves and improves patients' lives.



Australian Clinical Labs Limited
ABN 94 645 711 128
clinicalabs.com.au

NOTICE OF ANNUAL GENERAL MEETING 2022

On Wednesday, 19 October 2022 at 10am AEDT

Dear Shareholders

It is my pleasure to invite you to attend the 2022 annual general meeting (**AGM**) of Australian Clinical Labs Limited (**ACL** or **Company**), to be held online as a virtual meeting on Wednesday, 19 October 2022 at 10am AEDT. This will be the Company's second AGM following its admission to the ASX on 14 May 2021.

To facilitate as many Shareholders joining us as possible, the Board has determined that the AGM will be held as a virtual meeting online. This means that there will not be a physical venue for Shareholders to attend in person. Instead, the AGM will be webcast and Shareholders and their proxies, corporate representatives and attorneys will be able to attend and participate virtually through the AGM Online Platform. Full details of how to join the meeting virtually are contained in the Online Platform Guide which has been lodged with ASX and posted on ACL's website at <https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/>. Registration will take place online and will commence at 9.30am AEDT on Wednesday, 19 October 2022 at <https://meetings.linkgroup.com/ACL2022>.

The items for consideration at this year's AGM are:

1. The consideration of ACL's financial statements and statutory reports for the financial year ended 30 June 2022;
2. The adoption of ACL's Remuneration Report for the financial year ended 30 June 2022;
3. The re-election of Mr Andrew Dutton as a non-executive Director;
4. The approval of the grant and issue of 286,624 Performance Rights to Ms Melinda McGrath, Chief Executive Officer and Executive Director of the Company, as part of her long-term variable remuneration for the period ending 30 June 2023.

The Board recommends that Shareholders vote in favour of all items of business. Enclosed is a copy of the Notice of Meeting which includes information for Shareholders and explanatory notes. These documents can also be accessed on our website at <https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/>.

If you are unable to attend the AGM online through the AGM Online Platform, you may (and are encouraged to) appoint a proxy to attend and vote on your behalf. Proxy appointments must be received by no later than 10am AEDT on Monday, 17 October 2022. Proxy appointments can be made either via our share registry – www.linkmarketservices.com.au – or by following the instructions contained in the Notice of Meeting.

Even if you plan to attend the AGM online, you may wish to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend (for example, if you have difficulties with your internet connection on the day of the meeting).

We also invite you to submit questions to the Company or auditor in advance of the meeting through our share registry – www.linkmarketservices.com.au – or by emailing us at investors@clinicallabs.com.au. Questions must be received by no later than 5pm AEDT on Wednesday, 12 October 2022.

I look forward to welcoming you to the AGM.



Michael Alscher
Chair

15 September 2022

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2nd Annual General Meeting of Australian Clinical Labs Limited will be held on:

Date: Wednesday, 19 October 2022

Time: 10am AEDT

Place: To be held online (as a virtual annual general meeting)

Webcast: Shareholders and their proxyholders, corporate representatives and attorneys can register, view and participate in the meeting at <https://meetings.linkgroup.com/ACL2022>. Online registration will open at 9:30am AEDT. Further information on how to join the meeting virtually are set out in the Online Platform Guide which is available at <https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/>

Words that are defined in the Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide, otherwise.

Ordinary Business

Financial statements and reports

To receive and consider the financial statements, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2022.

Note: No resolution is required for this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report of the Company for the financial year ended 30 June 2022 as disclosed in the Directors' Report be adopted."

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

Voting exclusion for Resolution 1:

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the KMP, whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- (b) as proxy by any person who is a member of the KMP as at the time Resolution 1 is voted on at the meeting or a Closely Related Party of such a member,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

- (a) in accordance with the express direction of the appointer; or
- (b) by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2: Re-election of Mr Andrew Dutton as a Director

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

“That Mr Andrew Dutton, retiring as a Director of the Company in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company’s constitution and who has consented to stand for re-election (and being eligible), be re-elected as a Director of the Company in accordance with rule 6.1(i) of the Company’s constitution.”

Resolution 3: Approval of grant of Performance Rights to Ms Melinda McGrath

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

“That approval be given for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the grant and issue of 286,624 Performance Rights to Ms Melinda McGrath, Chief Executive Officer and Executive Director of the Company, in relation to her LTVR for FY23, in accordance with the LTVR Plan and on the terms and conditions described in the explanatory memorandum accompanying this Notice of Meeting.”

Voting exclusion for Resolution 3

In accordance with the Corporations Act, a vote on Resolution 3 must not be cast, and the Company will disregard any votes cast on Resolution 3 by or on behalf of Ms McGrath, being a person referred to in rule 10.4.1, 10.4.2 or 10.4.3 who is eligible to participate in the LTVR Plan or any of her Associates, regardless of the capacity in which the vote is cast.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast on Resolution 3 by or on behalf of any person who is a member of KMP as at the time the resolution is voted on at the meeting, or any of their Closely Related Parties, as a proxy. However, the Company will not disregard the vote of such a person on the resolution if the vote is cast by the person:

- (a) as a proxy for a person otherwise entitled to vote on Resolution 3 and the vote is in accordance with the appointor's express direction; or
- (b) the person is the Chair who has been validly appointed as a proxy for a person otherwise entitled to vote on Resolution 3 and the appointment of the Chair as proxy:
- does not specify the way the proxy is to vote on Resolution 3; and
 - expressly authorises the Chair to exercise the proxy in respect of Resolution 3 even though Resolution 3 is connected directly or indirectly with the remuneration of a member of KMP.

By order of the Board

A handwritten signature in black ink, appearing to read 'Eleanor Padman', written in a cursive style.

Eleanor Padman
Company Secretary
Australian Clinical Labs Limited

Dated: 15 September 2022

INFORMATION FOR SHAREHOLDERS

Who may vote?	<p>In accordance with regulation 7.11.37 of the <i>Corporations Regulations 2001</i> (Cth), the Company has determined that persons whose names are set out in the register of shareholders of the Company as at 7pm AEDT on 17 October 2022 are entitled to vote at the AGM (subject to the applicable voting exclusions set out above).</p>
How will voting be conducted?	<p>In accordance with the <i>Treasury Laws Amendment (2021 Measures No. 1) Act 2021</i> (Cth), the Chair will put all Resolutions to a poll at the AGM. Voting results on the Resolutions that are put to the meeting (including by proxy votes) will be announced to the ASX as soon as practicable following the conclusion of the AGM.</p>
How can I vote at the meeting?	<p>Shareholders can vote at the meeting by:</p> <ul style="list-style-type: none">• casting a live vote during the meeting (through the AGM Online Platform); or• by appointing a proxy (see below). <p>Shareholders or their attorneys wishing to vote in person should attend the meeting (via the AGM Online Platform) and can vote through the AGM Online Platform.</p>
How do I appoint a proxy?	<p>A Shareholder who is entitled to vote at the meeting has a right to appoint up to two proxies to attend and vote for the Shareholder at the AGM. A proxy need not be a Shareholder. A proxy may be an individual or a body corporate.</p> <p>Where a Shareholder appoints two proxies, the appointment should specify the proportion or number of votes which each proxy may exercise. Fractions of votes will be disregarded. If the appointment does not specify the proportion or number of the Shareholders' votes each proxy may exercise, then each proxy may exercise half those votes.</p> <p>A proxy may decide whether or not to vote on any proposed resolution, except where required by law or the Company's constitution to vote, or abstain from voting, in his or her capacity as proxy. If the Shareholder appointing the proxy:</p> <ul style="list-style-type: none">• directs the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution only in the way directed; or• does not direct the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution as the proxy thinks fit, subject to any voting exclusions that apply to the proxy; or• directs the proxy to abstain, the proxy must not vote on the Shareholder's behalf and any vote will not be counted.

If you appoint someone as a proxy (other than the Chair) and direct them how to vote, the Chair of the AGM must cast those votes on your behalf on a poll in accordance with your directions if your proxy does not do so.

If you appoint the Chair of the AGM as your proxy (or if he is appointed by default) and no direction is provided in relation to a resolution, you will be expressly authorising the Chair to exercise your proxy as the Chair sees fit in relation to that resolution even if the resolution is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint a Director (other than the Chair) or another member of the Company's KMP or their Closely Related Parties as your proxy, you must specify how they should vote on Resolutions 1 and 3 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not, your proxy will not be able to exercise your vote for Resolutions 1 and 3.

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the voting exclusions described above. In exceptional circumstances, the Chair's intentions may change. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an immediate announcement to ASX stating that fact and explaining the reasons for the change.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.

How do I appoint/lodge a proxy?

To be valid, a proxy form must be correctly completed and received, either online, by post or fax or hand delivery (as per the details below), by 10am AEDT on Monday, 17 October 2022, including any power of attorney or other authority under which it is signed. Any proxy form received after this time will not be valid.

Proxies may be lodged as follows with the Company's share registry by:

- post or facsimile – completed proxy forms may be posted to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 or sent by facsimile to +61 2 9287 0309;
- hand delivery at Link Market Services Limited, Level 12, 680 George Street Sydney NSW 2000 during business hours Monday to Friday (9:00am to 5:00pm) and subject to public health orders and restrictions; or
- lodging the proxy appointment online at www.linkmarketservices.com.au. To use this service, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), or you can access the service using your postcode and the personalised link sent to you by email if you have registered for electronic communications from the Company; or

Given changes to Australia Post's services which may see mail take longer to arrive, the Company suggests that you allow additional time if you decide to send your completed proxy form by post.

How do I appoint a corporate representative?

A Shareholder who is a body corporate and who is entitled to vote at the AGM, or a proxy who is a body corporate and who is appointed by a Shareholder who is entitled to vote at the AGM, may appoint a person to act as its representative at the AGM. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

Body corporate representatives should lodge this documentation with the Company's share registry by no later than 10am AEDT on 17 October 2022, unless it has been previously given to the Company.

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- obtain an appointment of corporate representative form from Link Market Services; and
- complete and send the form in accordance with the instructions on the form.

I hold my Shares jointly with another person. Are we both entitled to vote?

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

How can I ask a question at the AGM?

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions about or to make comments upon the management of the Company including the Remuneration Report and the Resolutions at the meeting via the AGM Online Platform or a dedicated telephone facility.

Shareholders will have the opportunity to ask questions at the Meeting via the online portal at <https://meetings.linkgroup.com/ACL2022>. More detailed information on how to ask questions during the meeting is provided in the Online Platform Guide available online at <https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/>.

The Company strongly encourages Shareholders to submit written questions in advance of the AGM. To submit a written question, please email the Company at investors@clinicallabs.com.au

Alternatively, questions may be submitted by Shareholders logging into their account at www.linkmarketservices.com.au or by completing the question form provided to Shareholders with this Notice of Meeting.

Questions must be received by no later than 5pm AEDT on Wednesday, 12 October 2022. Questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice and the explanatory memorandum.

Questions that are relevant to:

- the contents of the Auditor's Report; or
- the conduct of the audit of the Company's financial report,

may be addressed to the Company's auditor, Pitcher Partners.

Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of Pitcher Partners, the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

How I participate virtually?

Shareholders and proxyholders can watch, ask questions, make comments and vote in real time during the AGM (for those who are entitled to do so) through the AGM Online Platform at <https://meetings.linkgroup.com/ACL2022>. Registration for attendance at the meeting will be online via the AGM Online Platform and will commence on 19 October 2022 at 9:30am AEDT for those accessing the AGM Online Platform. To register, Shareholders will need their shareholder number and postcode.

Proxyholders will need their proxy number which will be provided by Link Market Services following lodgement of the proxy appointment and no later than 24 hours prior to the meeting.

We recommend that you register at least 30 minutes before the AGM and test to see that the AGM Online Platform works on your device before the commencement of the meeting.

Further information can be found in the Online Platform Guide which is available at <https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/>.

What happens if there are technical difficulties?

Significant planning and testing has been undertaken and the online technology being used by the Company has been successfully used by other companies. However, unforeseen technical difficulties may still arise during the course of the AGM.

The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

As previously noted, Shareholders are encouraged to lodge a proxy by 10am AEDT on Monday, 17 October 2022 even if they plan to attend the meeting online via the AGM Online Platform.

What if there are changes to the meeting?

Due to the ongoing uncertainty of the COVID-19 pandemic, ACL may be required to make changes to the arrangements for the meeting at short notice (for example, if further restrictions on movements are imposed). ACL will keep Shareholders informed if this becomes necessary and details will be made available at <https://investors.clinicallabs.com.au/>, with any changes also notified by an ASX release.

ADDITIONAL INFORMATION FOR SHAREHOLDERS – ELECTRONIC COMMUNICATIONS

Recent legislative changes to the Corporations Act mean there are new options available to Shareholders in respect of how you receive communications from ACL.

ACL will no longer be sending physical meeting documents unless you request a copy to be posted.

ACL encourages all Shareholders to provide an email address so we can communicate with you electronically when Shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your Shareholder communications via email, please update your details by logging into your shareholding at www.linkmarketservices.com.au

If you would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit www.linkmarketservices.com.au or contact the Registry as follows:

Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235

Telephone (within Australia): 1300 554 474

Telephone (outside Australia): +61 1300 554 474

Email: registrars@linkmarketservices.com.au

Website: www.linkmarketservices.com.au

EXPLANATORY MEMORANDUM

This explanatory memorandum accompanies and forms part of, and should be read together with, the Notice.

Financial statements and reports

The financial report (which includes the financial statements), the Directors' Report and the Auditor's Report for the financial year ended 30 June 2021 will be put before the AGM, as required by section 317 of the Corporations Act. The Corporations Act does not require a formal resolution of Shareholders on these reports.

These reports are contained in the Annual Report, which is available on the Company's website at <https://investors.clinicallabs.com.au/>. During this item of business, Shareholders will be given a reasonable opportunity to ask questions about, and to make comments on, those reports and the business and management of the Company.

Shareholders will also be given an opportunity to ask a representative of the Company's auditor, Pitcher Partners, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial reports and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires publicly listed companies to put a resolution to shareholders to adopt the company's remuneration report for the relevant financial year.

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report provides information relating to the details of the remuneration paid to KMP and Directors for the financial year ended 30 June 2022, the Company's remuneration policy and the relationship between remuneration and the Company's performance, including information about performance measures applicable to variable incentives.

A copy of the Remuneration Report, which sets out remuneration arrangements for ACL can be found in the Company's Annual Report.

The Company's approach to remuneration was explained in the letter prefacing the Remuneration Report from the Chair of the Remuneration and Nomination Committee as follows:

"Your Board has implemented a remuneration framework appropriate for a listed company, to provide a clear line of sight between Company performance and remuneration outcomes, in addition to creating a strong alignment between the interests of directors, employees and shareholders.

I welcome feedback on this report as an input into future considerations. You will notice that the remuneration emphasis is on Short-Term Variable Remuneration (STVR) and Long-Term Variable Remuneration (LTVR), not just base remuneration which allows increased focus and alignment to the goals of shareholders.

To further align our employees with the goals of the shareholders we instigated the "Employee Share Trust / Emerging Leaders" equity fund in 1H21. Forty key employees have been offered service rights vesting in December 2023 to deepen the incentive and demand structure in the business.

As I highlighted last year, some of the structures outlined in this report will not be evident for some time as the measurement periods for the first grant of LTVR will not conclude until the end of FY24.

While some key executives hold shares under a legacy (pre-listing) Management Equity Plan (MEP), a minimum of 30% of these shares remain in escrow which are subject to a service condition only.”

Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company. However, the Company values its Shareholders' feedback in respect of this resolution and will consider any discussion on this item and the outcome of the vote when determining the future remuneration policies and practices of the Company.

In accordance with the Corporations Act, if 25% or more of the eligible votes cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting of Shareholders be held within 90 days at which all of the Company's Directors (other than the Managing Director and the Chief Executive Officer) who were in office at the date of issue of the relevant second consecutive remuneration report must be put up for re-election.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

Noting that each Director has a personal interest in his/her own remuneration from the Company, the Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Mr Andrew Dutton as a Director

Mr Andrew Dutton was appointed as a non-executive Director of ACL on 28 April 2021 and retires at this meeting in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company's constitution. Being eligible, Mr Dutton stands for re-election under rule 6.1(i) of the Company's constitution.

The proposed re-election of Mr Dutton satisfies the Company's obligations relating to the election of Directors at an AGM under ASX Listing Rule 14.5 and ACL's constitution.

Mr Dutton is the Chair of ACL's Remuneration and Nominations Committee and is considered to be an independent director. Mr Dutton has 30 years of management, business development and technology experience across Australia, Asia and Europe, with particular expertise in IT and digital technology.

Mr Dutton is the current Chair of Land Registry Services and was recently an Advisor to FinancialForce APJ. He has had extensive Chief Executive Officer and Board experience globally and within Australia.

Mr Dutton's former roles include Chair of NVOI Pty Ltd and SAI Global Pty Ltd; Chief Executive Officer at Land Registry Services and Integrated Research Limited; Managing Director of the Asia Pacific/Japan region for VMware Inc.; and senior executive positions at IBM, Computer Associates, BEA Systems Inc., Lend Lease and Norwich Union Financial Services Group including roles as CFO, CMO, CRO and Divisional Heads. At IBM, Andrew was elected to the Worldwide Senior Leadership Team.

Mr Dutton holds a Bachelor of Science Degree from the University of Sydney and is a member of the Australian Institute of Company Directors.

The Board (with Mr Dutton abstaining) unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 3: Approval of grant of Performance Rights to Ms Melinda McGrath

ASX Listing Rule 10.14 requires the Company to obtain approval from Shareholders for the issue of securities to a Director (and certain other persons) under an employee incentive scheme (subject to certain exceptions set out in ASX Listing Rule 10.16). The Company is seeking Shareholder approval for the proposed grant and issue of 286,624 Performance Rights to Ms Melinda McGrath, CEO and Executive Director of the Company, under the LTVR Plan for FY23 (on the basis that Ms McGrath is a Director of the Company).

Resolution 3 is not seeking approval for the total remuneration of Ms McGrath. Rather, it relates to the proposed issue of 286,624 Performance Rights to Ms McGrath, which represents the FY23 LTVR component of Ms McGrath's remuneration (which is one component of Ms McGrath's total remuneration).

If Shareholder approval is not obtained, the Board will consider alternative approaches to rewarding Ms McGrath. This may include purchasing shares on-market or paying Ms McGrath a cash equivalent, each subject to the same performance conditions as the Performance Rights would have been subject to, as described below.

The LTVR Plan has been designed to facilitate the Company adopting modern best-practice remuneration equity structures for executives. A key component of effective remuneration for executives is equity interests, in the form of LTVR to drive shared performance objectives, link remuneration to Company performance and align interests with sustainable value creation for Shareholders. Performance Rights are proposed to be granted to Ms McGrath under the FY23 LTVR grant for these reasons.

Approval of Resolution 3 under Listing Rule 10.14 will also result in any Rights the subject of this resolution granted to Ms McGrath being excepted from ASX Listing Rule 7.1. This means that any Rights the subject of this resolution granted to Ms McGrath, and any new shares issued to Ms McGrath in satisfaction of those Rights, will be excluded from the calculation of ACL's annual 15 percent new security issue limit under ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.15, the features of the proposed FY23 LTVR invitations to apply for Performance Rights proposed to be issued to Ms McGrath are summarised below. Capitalised terms used, but not defined in the table below, have the meaning given to them in the LTVR Plan (a copy of which was released to the ASX Market Announcements Platform on 14 May 2021).

Aspect	Details
Instrument and entitlement	<p>If Resolution 3 is approved by Shareholders, Ms Melinda McGrath will be invited to apply for 286,624 Performance Rights.</p> <p>These Rights may vest when performance-based Vesting Conditions are satisfied (or otherwise waived in accordance with the Plan). The Rights are indeterminate Rights issued under the Plan, which are an entitlement to the value of a Share (less any Exercise Price), which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be settled in Shares (including Restricted Shares, which are Shares subject to a disposal restriction).</p> <p>The value that may be realised is a function of performance against Vesting Conditions and the market value of a Share at the time of sale of any Shares that result from exercising Rights. The type of equity security proposed to be granted to Ms McGrath has been selected because the Board believes that it creates a strong link between performance and reward.</p>
Terms and conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan, including the terms of invitations to participate in the Plan.</p>

The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a delisting and a major return of capital to Shareholders, as well as the treatment of Rights and Restricted Shares on termination of employment.

The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, amendment, suspension and termination of the Plan.

Variation of terms and conditions	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Term	Each Right has a Term of five years from the anniversary of the date of the grant of the Right (Grant Date) and if not exercised within that Term, the Rights will lapse.
Grant Date	If Shareholder approval is obtained for Resolution 3, the Rights will be granted as soon as practicable after the AGM (and are currently expected to be granted within one month of the AGM), but in any event, within three years of the AGM, and will have an effective grant date of 1 July 2022.
Number of Rights	<p>It is proposed that Ms McGrath will be invited to apply for two Tranches of Rights in relation to Resolution 3:</p> <ul style="list-style-type: none">• Tranche 1 – 143,312 Performance Rights with an ‘Indexed Total Shareholder Return (iTSR)’ Vesting Condition (nil Exercise Price); and• Tranche 2 – 143,312 Performance Rights with an ‘Indexed Total Shareholder Return (iTSR)’ Vesting Condition (nil Exercise Price). <p>The number of Rights proposed to be granted to Ms McGrath for FY23 was determined by dividing the dollar value of Ms McGrath’s LTVR opportunity (being 100% of Ms McGrath’s total fixed remuneration as at 1 July 2022) divided by the Volume Weighted Average Price (VWAP) of Shares over the trading period from 10 August 2022 to 22 August 2022 (inclusive) being \$3.14 (the Issue Price).</p> <p>When added to the other remuneration elements, the FY23 grant of LTVR for Ms McGrath will produce a total remuneration package that the Board believes is market competitive and appropriate given the Company’s circumstances for FY23, based on market benchmarking and the current ACL executive remuneration policy.</p> <p>As 100% of Rights to be granted will only vest when stretch performance goals are achieved, it is expected that a lesser percentage will actually vest unless exceptional performance outcomes occur. The target and expected level of vesting is 100% for Tranche 1 of the Rights (amounting to 50% of the total FY23 grant). For Tranche 2, vesting is binary (either achieved or not achieved) and is a stretch target, meaning that Tranche 2 of the Rights will only vest in exceptional circumstances.</p> <p>The actual value (if any) that Ms McGrath will receive from the proposed FY23 LTVR grant cannot be determined until the end of the Measurement Period, and will depend on the extent to which the Vesting Conditions are achieved, the</p>

number of Performance Rights that vest in accordance with the Vesting Conditions and the ACL Share price at the time of vesting.

The Board determined the value and form of Ms McGrath's FY23 LTVR award under the Plan in Performance Rights with regard to her overall remuneration package, the nature of her position, the purpose of the LTVR component in ACL's remuneration strategy and independent benchmarking regarding current market practice.

Measurement Period

The Measurement Period is the period over which Vesting Conditions are assessed.

For each of Tranches 1 and 2 of the Performance Rights, the Measurement Period will be three years from 1 July 2023 to 30 June 2025.

Vesting Conditions

Vesting Conditions are conditions that are used to determine the extent, if any, of vesting of Performance Rights.

For Tranche 1 (iTSR Performance Rights), the Vesting Condition will be based on the Indexed Total Shareholder Return (iTSR) of ACL over the Measurement Period compared to the movement in the nominated Total Return Index. The vesting scale for this performance vesting metric is as follows:

Performance Level	Company's TSR ⁽¹⁾ compared to nominated Total Return Index ⁽²⁾	Vesting % of Tranche
Target	≥ Index Movement + 5% CAGR ⁽³⁾	100%
Between Target & Threshold	> Index Movement & < Index Movement + 5% CAGR	Pro-rata
Threshold	= Index Movement	50%
Below Threshold	< Index Movement	0%

(1) **Total Shareholder Return** or **TSR** means the percentage change in the Company's Share price together with the value of dividends and distributions (assuming that all of those dividends and distributions are re-invested into new Shares as determined by the Board from time to time). Dividends relate to dividends with an ex-dividend date during the performance period.

(2) The nominated Total Return Index is the S&P ASX/300 Industrials (excluding Financial and Resources) Index.

(3) **CAGR** means Compound Annual Growth Rate.

For Tranche 2 (iTSR Performance Rights), the Vesting Condition will be based on the Indexed Total Shareholder Return (iTSR) of ACL over the Measurement Period compared to the movement in the nominated Total Return Index which must equal or exceed the Index Movement + 10% CAGR. The index is the same that applies to Tranche 1.

Gates

A gate of the Company's TSR needing to be positive applies before any vesting can be triggered.

Acquisition price and Exercise Price

No amount is payable by Ms McGrath for the Rights as their value forms a significant portion of the variable remuneration in her total remuneration package for FY23. The Exercise Price for the Rights is nil.

Exercise of vested Rights

Vested Rights may be exercised by the Participant submitting an Exercise Notice at any time between the Vesting Date (or the latter elapsing of Exercise Restrictions, if applicable) and the end of their Term. Otherwise, these Rights will lapse.

	<p>On exercise of vested Rights, the Board will determine in its absolute discretion whether to settle the Exercised Rights Value in whole Shares (including Restricted Shares), a cash payment or a combination of whole Shares and a cash payment.</p> <p>Generally, it is expected that the Exercised Rights Value will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to Disposal Restrictions if the exercise occurs during a period in which trading in Shares is prohibited under the ACL securities trading policy.</p>
Disposal restrictions	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <ul style="list-style-type: none"> • the Company's securities trading policy; and • the insider trading provisions of the Corporations Act (Division 3 of Part 7.10). <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing will be Restricted Shares while they are so restricted. ACL will ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively via holding of the Restricted Shares in an EST.</p>
Disposal and Exercise Restriction release at taxing point	<p>In the event that a taxing point arises in relation to Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed, then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Termination of Employment	<p>In the case of a termination of employment:</p> <ul style="list-style-type: none"> (a) unvested Rights will be forfeited, unless and to the extent otherwise determined by the Board in its discretion; (b) vested Rights subject to Exercise Restrictions will cease to be subject to Exercise Restrictions; and (c) vested Rights will lapse if not exercised within 21 days of the date of cessation of employment with the Group.
Change of Control	<p>In the event of a Change of Control, unvested Rights will vest in the proportion that the elapsed portion of the Measurement Period bears to the full Measurement Period. The Board, in its discretion, may determine that none, some or all of the remaining unvested Rights also vest. Any Rights that remain unvested following exercise of the Board's discretion will lapse.</p>
Major return of capital or demerger	<p>In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders;</p> <ul style="list-style-type: none"> (a) unvested Performance Rights and unvested Service Rights will either vest to the extent determined by the Board, with the remainder lapsing, or the Board will adjust the number and vesting conditions of Performance Rights and Service Rights held so that Participants are neither advantaged nor disadvantaged by the return of capital or demerger, and

	(b) Restricted Rights will cease to be subject to Exercise Restrictions prior to the return of capital or demerger, on the date determined by the Board.
Board discretion to prevent inappropriate benefits, fraud and misconduct	<p>The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the Measurement Period and/or to the contribution of a Participant to outcomes over the Measurement Period.</p> <p>The Board has sole discretion to determine that some or all unvested Rights held by a Participant lapse on a specified date, if allowing the Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include joining a competitor or actions that harm the Company's stakeholders.</p> <p>In the case of fraud or misconduct, the Participant will forfeit all unvested Rights.</p>
Bonus issues, rights issues, voting and dividend entitlements	<p>In cases of bonus share issues by the Company, the number of Rights held by a Participant shall be increased by the same number as the number of bonus shares that would have been received by the Participant had the Rights been Shares, except in the case that the bonus share issue is in lieu of a dividend payment, in which case no adjustment will apply.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Issue or acquisition of Shares	Shares allocated to a Participant when Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the Plan.
Cost and administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by Ms Melinda McGrath.
Other details	<p>Further information in accordance with ASX Listing Rule 10.15:</p> <ul style="list-style-type: none"> Ms Melinda McGrath is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the Plan, as at the date of the preparation of this Notice of Meeting; 247,252 Performance Rights have been previously issued to Ms McGrath under the Plan in respect of the financial year ending 30 June 2022. These Performance Rights were issued for nil consideration under the Plan; Ms McGrath's current total remuneration package (for FY23) is set out in the Annual Report and is as set out below: <ul style="list-style-type: none"> total fixed remuneration for FY23 of \$900,000;

-
- a short-term variable incentive which the board currently values as follows:
 - at Target - \$450,000; and
 - at Stretch - \$900,000;
 - LTVR, which the Board currently values as follows:
 - at Target – \$450,000 (being 143,312 Rights multiplied by the Issue Price); and
 - at Target – \$900,000 (being 286,624 Rights multiplied by the Issue Price).

Ms McGrath's total remuneration package at LTVR Threshold is therefore currently valued at \$1,800,000 at Target and \$2,700,000 at Stretch;

- no loans have been, or will be, provided by the Company in relation to the grant or exercise of the Performance Rights proposed to be provided to Ms McGrath;
 - details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14;
 - any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution 3 is approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14; and
 - a voting exclusion applies to Resolution 3, as set out in the Notice of Meeting.
-

The Directors (with Ms Melinda McGrath abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3. The Chair of the AGM intends to vote all available proxies in favour of Resolution 3.

GLOSSARY

ACL Rights Plan means

AGM or **Annual General Meeting** means the annual general meeting convened by this Notice.

AGM Online Platform means the online platform used to hold the AGM, accessible at <https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/>

Annual Report means the annual report of ACL for the year ended 30 June 2022.

Associate has the meaning given to it in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.

Auditor's Report means the auditor's report for the Company for the year ended 30 June 2022 as contained in the Annual Report.

Board means the board of Directors.

Chair means the person appointed to chair the Company's meeting. The Company intends to appoint Mr Michael Alscher, the Company's current non-executive chair, to act as chair at this meeting.

Closely Related Party has the meaning given to that term in section 9 of the Corporations Act.

Company or **ACL** means Australian Clinical Labs Limited (ACN 645 711 128).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company and **Director** means any one of them.

Directors' Report means the directors' report for the Company for the year ended 30 June 2022 as contained in the Annual Report.

FY23 means the financial year ending 30 June 2023.

Glossary means this glossary.

KMP means persons having authority and responsibility for planning, directing and controlling

the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) who are identified in the Remuneration Report.

Listing Rule or **ASX Listing Rule** means the official listing rules of ASX.

LTVR means long-term variable remuneration.

LTVR Plan or **Plan** means the Company's long-term variable remuneration plan.

Notice or **Notice of Meeting** means this notice of annual general meeting.

Participant means a participant in the LTVR Plan.

Performance Rights or **Rights** means a performance right to acquire a fully paid ordinary Share under the terms of the LTVR Plan if the applicable performance conditions are satisfied (or otherwise waived in accordance with the LTVR Plan).

Remuneration Report means the remuneration report for the Company for the year ended 30 June 2022, as contained in the Annual Report.

Resolution means a resolution set out in this Notice.

Rights means a Performance Right and/or a share appreciation right issued under the LTVR Plan, as the context requires.

Share means a fully paid ordinary share of the Company.

Share Price means, in relation to the LTVR Plan, the volume weighted average share price at which the Company's shares were traded on the ASX over the 10 trading days prior to the date for which the calculation is made.

Shareholder means a holder of at least one Share

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Australian Clinical Labs 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



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairperson of the Meeting (mark box)

OR if you are **NOT** appointing the Chairperson 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 Chairperson 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 **10:00am (AEDT) on Wednesday, 19 October 2022 (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://meetings.linkgroup.com/ACL2022> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1 and 3: If the Chairperson 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 Chairperson of the Meeting to exercise the proxy in respect of Resolutions 1 and 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairperson 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*

1 Adoption of Remuneration Report

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

2 Re-election of Mr Andrew Dutton as a Director

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

3 Approval of grant of Performance Rights to Ms Melinda McGrath

<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 on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – 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 securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

ACL PRX2201N

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security 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 Chairperson of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRPERSON OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairperson of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairperson 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 security 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 securityholder 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 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 **10:00am (AEDT) on Monday, 17 October 2022**, 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

<https://investorcentre.linkgroup.com>

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, securityholders will need their "Holder Identifier" - Shareholder 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 proxy 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 securityholding.

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

Australian Clinical Labs 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)

LODGE YOUR QUESTIONS



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Australian Clinical Labs 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
*subject to any COVID-19 public health orders and restrictions



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X999999999999

Please use this form to submit any questions about Australian Clinical Labs Limited ("the Company") that you would like us to respond to at the Company's 2022 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) on Wednesday, 12 October 2022**.

Questions will be collated. During the course of the Annual General Meeting, the Chairperson 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

☐

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

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:

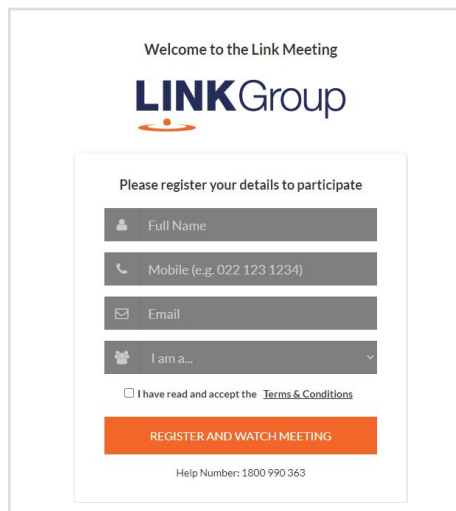
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

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



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/ACL2022>

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.

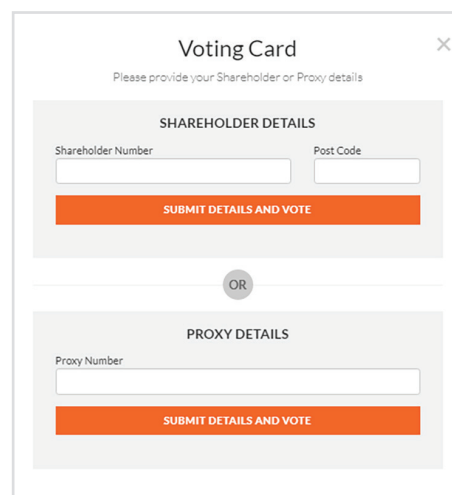
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.

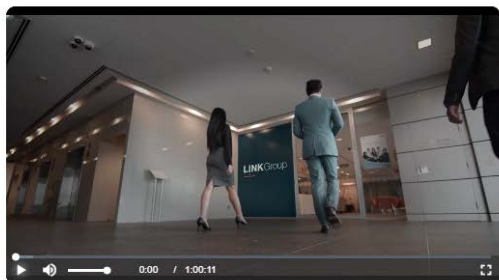


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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.



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

*****0014

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to 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 shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

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.

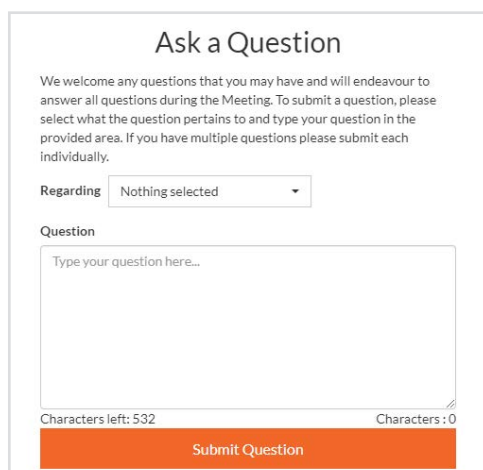
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder 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.



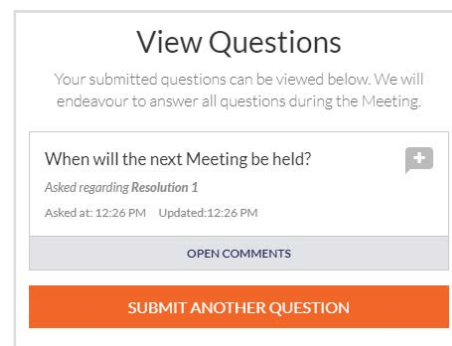
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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.



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.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au