

4DMedical Limited ACN 161 684 831
Extraordinary General Meeting – Notice and Proxy Form

12 May 2023

Dear Shareholder,

An Extraordinary General Meeting (**Meeting**) of 4DMedical Limited ACN 161 684 831 (the **Company**) will commence at 11.30am (AEST) on Wednesday, 14 June 2023 at Melbourne Connect Superfloor, The Forum, 700 Swanston Street, Carlton VIC 3053. Registration will open from 11.30am (AEST).

In accordance with section 253RA of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Extraordinary General and accompanying Explanatory Statement (**Notice**), unless a shareholder has previously requested a hard copy. Instead, the Notice is being made available to shareholders electronically.

The Notice and other documents and information, which includes details as to how to participate and vote at the Meeting, can be viewed or downloaded from the Company's investor relations website at <https://4dmedical.com/investor-services> or on the Company's ASX market announcements page at www2.asx.com.au (ASX: 4DX).

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative, or by voting online prior to the Meeting. We encourage shareholders to submit written questions and vote online prior to the Meeting or directing your appointed proxy how to vote on your behalf prior to the Meeting by following the instructions set out in the Notice.

Your proxy form must be received by 11.30am (AEST) on Monday, 12 June 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice. To lodge your vote electronically please visit <https://investorcentre.linkgroup.com>.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

All proposed resolutions are explained in detail in the Notice.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary of 4DMedical Limited by telephone on + 61 3 9545 5940. For online voting enquiries, please contact 4DMedical Limited's share registry, Link Market Services, at registrars@linkmarketservices.com.au.

This announcement is authorised for market release by the Company Secretary of 4DMedical Limited.

Yours sincerely,



Naomi Lawrie
Company Secretary

Notice of Extraordinary General Meeting and Explanatory Statement

4DMedical Limited
ACN 161 684 831
(Company)

Extraordinary General Meeting of 4DMedical Limited to be held at Melbourne Connect Superfloor, The Forum, 700 Swanston Street, Carlton VIC 3053 on Wednesday, 14 June 2023 commencing at 11.30am (AEST).

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt as how to vote, they should seek advice from their own independent financial, taxation or legal adviser without delay.



Chair's letter

Dear Shareholder

Attached to this letter is the Notice of Meeting (**Notice**) and Explanatory Statement for an Extraordinary General Meeting (**Meeting**) of the shareholders of the Company (**Shareholders**).

The Meeting will be held at Melbourne Connect Superfloor, The Forum, 700 Swanston Street, Carlton VIC 3053 and will be held on Wednesday, 14 June 2023 commencing at 11.30am (AEST).

The business of the Meeting will be to:

1. approve the ratification of the issue of Shares under the Offers; and
2. approve the proposed issue of New Options under the Offers.

You are urged to consider carefully the Notice and Explanatory Statement before determining how you wish to vote on the resolutions.

If you cannot attend the Meeting, please vote online or ensure your paper proxy form is received by the Company's share registry as soon as possible and in any event by no later than 11.30am on Monday, 12 June 2023.

Faithfully,

Bruce Rathie

Non-Executive Director and Chair



Notice of Extraordinary General Meeting

Notice is given that the 2023 Extraordinary General Meeting of the Shareholders of the Company will be held at Melbourne Connect Superfloor, The Forum, 700 Swanston Street, Carlton VIC 3053, on Wednesday, 14 June 2023 at 11.30am (AEST).

Resolutions

Resolution 1. Ratification of issue of Shares under the Offers

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue by the Company of Shares under the Offers, on the terms and conditions set out in the Explanatory Statement."

Resolution 2. Approval of proposed issue of New Options under the Offers

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

"That, in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue by the Company of New Options under the Offers, on the terms and conditions set out in the Explanatory Statement."

Voting exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolutions set out below by or on behalf of the following persons:

- | | |
|--|---|
| Resolution 1 – Ratification of issue of Shares under the Offers | <ul style="list-style-type: none">• a person who participated in the issue; or• an Associate of those persons. |
| Resolution 2 – Approval of proposed issue of New Options under the Offers | <ul style="list-style-type: none">• a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issued (except a benefit solely by reason of being a holder of ordinary securities); or• an Associate of those persons. |

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or



- 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 12 May 2023

By order of the Board

Naomi Lawrie
Company Secretary



Instructions

Eligibility to vote	The Board has determined that you will be entitled to attend and vote at the Meeting if you are a registered Shareholder of the Company at 7.00pm (AEST) on Monday, 12 June 2023. You will be entitled to vote in respect of the number of shares registered in your name at that time.
Voting by proxy	<p>Each Shareholder may appoint a proxy to vote on behalf of that Shareholder at the general meeting. The proxy need not be a Shareholder. A Shareholder who is entitled to cast 2 or more votes may appoint not more than 2 proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).</p> <p>Proxy appointment is to be completed online through the Link Market Services voting portal at www.linkmarketservices.com.au. To be effective, it must be duly completed not less than 48 hours prior to the start of the general meeting (being by 11.30am AEST on Monday, 12 June 2023).</p>
Appointing the chair as proxy	<p>If you appoint the chair of the Meeting as your proxy or the chair of the Meeting is appointed as your proxy by default and you do not direct the chair how to vote on a particular item, the chair will vote on that item as he sees fit.</p> <p>The chair intends to vote all available proxies in favour of each resolution in the Notice.</p>
Body corporate representative	<p>A Shareholder of the Company who is a body corporate and who is entitled to attend and vote at the Meeting, or a validly appointed proxy who is a body corporate and who is appointed by a Shareholder of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with:</p> <ul style="list-style-type: none">(a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or(b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.
How to vote prior to the Meeting	Shareholders may appoint a proxy online at www.linkmarketservices.com.au .
How to vote at the Meeting	The Shareholders will have an opportunity to participate at the Meeting. You will be able to vote in real time and ask questions between the



	commencement of the Meeting (11.30am AEST on Wednesday, 14 June 2023) and the closure of voting as announced by the chair of the Meeting.
How to submit questions prior to the Meeting	<p>Shareholders are encouraged to submit questions regarding the items of business ahead of the Meeting to the Company, as there may not be sufficient time to respond to all questions raised during the Meeting.</p> <p>Questions may be submitted online at www.linkmarketservices.com.au by logging into your holding, selecting vote and then 'ask a question'.</p>



Explanatory Statement

1. Background

1.1 Introduction

The Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of the Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions set out in the accompanying Notice. It explains the resolutions and identifies the Board's reasons for putting them to Shareholders.

1.2 Action to be taken by Shareholders

Shareholders should read this Explanatory Statement carefully before deciding how to vote on the resolutions set out in the Notice.

All Shareholders are invited and encouraged to attend the Meeting. If Shareholders are unable to participate in the meeting, a proxy form should be completed either as a hard copy or online through the Link Market Services voting portal. Lodgement of an electronic proxy form will not preclude a Shareholder from attending the Meeting and voting at the Meeting, but the person appointed as the proxy must not exercise the rights conferred by the electronic proxy form.

2. Capital raising

As announced to the market on 8 May 2023, the Company has undertaken a private placement to sophisticated and professional investors by the offer of Shares at \$0.91 per Share, for which the Company has received firm commitments of \$20 million (before costs and excluding any additional capital that may be raised upon the exercise of the New Options) (**Placement**).

Subject to obtaining Shareholder approval at this Meeting (if required), participants in the Placement (**Placement Participants**) are also entitled to subscribe for free attaching New Options on the basis of 1 New Option for every 2 Shares issued under the Placement. Each New Option will be issued for nil consideration and will be exercisable at \$1.365 and expires on 31 December 2024. Each New Option gives the holder the right to subscribe for 1 Share upon exercise and payment of the exercise price.

As also announced to the market on 8 May 2023, in conjunction with the Placement, the Company is undertaking a securities purchase plan to raise up to \$15 million (or such other higher or lower amount that the SPP Offer is increased or reduced to at the Company's discretion) (**SPP Offer**) whereby Eligible Shareholders are offered the opportunity to acquire up to \$30,000 worth of Shares per Eligible Shareholder. Subject to obtaining Shareholder approval at this Meeting (if required), Eligible Shareholders will be entitled to subscribe for free attaching New Options on the basis of 1 free attaching New Option for every 2 Shares issued under the SPP Offer.



In the event that less than \$15 million is applied for under the SPP Offer by Eligible Shareholders (or such other higher or lower amount that the SPP Offer is increased or reduced to at the Company's discretion), the Directors will place any Shares (and subject to obtaining Shareholder approval at this meeting if required, any free attaching New Options) not taken up pursuant to the SPP Offer under a separate shortfall offer (**Shortfall Offer**).

Further information regarding the Placement, the SPP Offer and the Shortfall Offer (collectively, the **Offers**), including the proposed application of funds raised from the proceeds of the Offers is contained in the prospectus issued by the Company in connection with the Offers on 10 May 2023.

3. Resolutions

3.1 Resolution 1 – Ratification of the issue of Shares under the Offers

As announced to the market on 8 May 2023, the Company has undertaken a capital raising whereby the Company agreed to issue:

- 21,978,021 new Shares at an issue price of \$0.91 per Shares pursuant to the Placement; and
- such number of Shares under the SPP Offer (including any Shortfall Offer) at the Offer Price to raise \$15 million (or such other higher or lower amount that the SPP Offer is increased or reduced to at the Company's discretion) (**SPP Shares**).

The issue price of the SPP Shares is the price which is the lower of (**Offer Price**):

- \$0.91 (being the issue price of Shares under the Placement); and
- the VWAP of Shares traded on ASX during the 5 trading days up to, and including, the day on which the SPP Offer is scheduled to close (Wednesday, 24 May 2023) less a 2.5% discount, rounded to the nearest half cent.

Given the Offer Price of SPP Shares is not fixed and will depend on the VWAP of Shares, the maximum number of SPP Shares that will be issued, cannot be determined at the date of this Notice.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Shares under the Placement and the SPP Shares (**Relevant Issue**) does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the Relevant Issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have



been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks shareholder approval for the Relevant Issue under Listing Rule 7.4.

If Resolution 1 is passed, the Relevant Issue will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of the Relevant Issue.

If Resolution 1 is not passed, the Relevant Issue will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of the Relevant Issue.

Information required under Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the approval of the issue of Shares under the Placement and the SPP Shares under Resolution 1.

Listing Rule	Required Disclosure
7.5.1	<p>The Company has agreed to issue Shares:</p> <ul style="list-style-type: none">• to sophisticated and professional investors in Australia, New Zealand, Hong Kong and the Cayman Islands, pursuant to the Placement; and• to Eligible Shareholders under the SPP Offer and, insofar as there is a shortfall under the SPP Offer, to sophisticated and professional investors in Australia and New Zealand under the Shortfall Offer.
7.5.2	<p>The number of Shares that the Company proposes to issue is not fixed and comprises:</p> <ul style="list-style-type: none">• 21,978,021 Shares issued under the Placement; and• that number of SPP Shares, calculated as the amount raised by the Company under the SPP Offer divided by the Offer Price. <p>Given the Offer Price of SPP Shares is not fixed and will depend on the VWAP of Shares, the maximum number of SPP Shares to be issued cannot be determined at the date of this Notice.</p> <p>For illustrative purposes, assuming \$15 million is raised under the SPP Offer and assuming the Offer Price of SPP Shares is either \$0.91 or \$0.81 (in 2 alternative scenarios), the number of SPP Shares that the Company</p>



Listing Rule	Required Disclosure																		
	<p>will issue under the SPP Offer (including any Shortfall Offer) will be calculated as follows:</p> <p>Scenario 1: Offer Price is \$0.91</p> <table><tr><td>A =</td><td>Amount raised under SPP Offer</td><td>\$15,000,000</td></tr><tr><td>B =</td><td>Offer Price</td><td>\$0.91</td></tr><tr><td>C =</td><td>SPP Shares (A divided by B)</td><td>16,483,516</td></tr></table> <p>Scenario 1: Offer Price is \$0.81</p> <table><tr><td>A =</td><td>Amount raised under SPP Offer</td><td>\$15,000,000</td></tr><tr><td>B =</td><td>Offer Price</td><td>\$0.81</td></tr><tr><td>C =</td><td>SPP Shares (A divided by B)</td><td>18,518,518</td></tr></table>	A =	Amount raised under SPP Offer	\$15,000,000	B =	Offer Price	\$0.91	C =	SPP Shares (A divided by B)	16,483,516	A =	Amount raised under SPP Offer	\$15,000,000	B =	Offer Price	\$0.81	C =	SPP Shares (A divided by B)	18,518,518
A =	Amount raised under SPP Offer	\$15,000,000																	
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A =	Amount raised under SPP Offer	\$15,000,000																	
B =	Offer Price	\$0.81																	
C =	SPP Shares (A divided by B)	18,518,518																	
7.5.3	The securities to be issued pursuant to the Relevant Issue are fully paid ordinary shares.																		
7.5.4	<p>The Company anticipates that the securities to be issued pursuant to the Relevant Issue will be issued:</p> <ul style="list-style-type: none">in respect of Shares issued under the Placement, on 16 May 2023; andin respect of the SPP Shares, on 31 May 2023. <p>In any event, the securities to be issued pursuant to the Relevant Issue will be issued within 3 months of the date of the Meeting.</p>																		
7.5.5	<p>The Shares to be issued under the Placement will be issued at \$0.91 per Share while the Offer Price of the SPP Shares is the price which is the lower of:</p> <ul style="list-style-type: none">\$0.91 (being the issue price of Shares under the Placement); andthe VWAP of Shares traded on ASX during the 5 trading days up to, and including, the day on which the SPP Offer is scheduled to close (Wednesday, 24 May 2023) less a 2.5% discount, rounded to the nearest half cent.																		
7.5.6	<p>The purpose of the Relevant Issue is to raise funds for the Company that will be used primarily to accelerate commercialisation of the Company's respiratory imaging platform and to significantly strengthen the Company's balance sheet including for the purposes of supporting acquisitive growth by acquisition opportunities.</p>																		



Listing Rule	Required Disclosure
7.5.7	The securities to be issued pursuant to the Relevant Issue are not being issued under an agreement.
7.5.8	Please refer to the voting exclusion statements for Resolution 1 set out in the Notice.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

3.2 Resolution 2 – Approval for the proposed issue of New Options under the Offers

As announced to the market on 8 May 2023, the Company has undertaken a capital raising whereby, subject to receiving Shareholder approval (if required), the Company proposes to issue:

- 10,989,010 New Options to Placement Participants; and
- the number of New Options to be issued under the SPP Offer (including any Shortfall Offer) assuming \$15 million is raised under the SPP Offer (or such other higher or lower amount that the SPP Offer is increased or reduced to at the Company's discretion) ("**SPP Options**"), calculated as the number of SPP Shares divided by 2.

As noted above, given the Offer Price of SPP Shares is not fixed and will depend on the VWAP of Shares, the maximum number of SPP Shares that will be issued, and accordingly the corresponding number of SPP Options to be issued, cannot be determined at the date of this Notice.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the New Options under the Placement and the SPP Options ("**Relevant Options Issue**") does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore may require the approval of the Company's shareholders under Listing Rule 7.1 depending on the number of Shares and SPP Options to be issued under the SPP Offer.

Resolution 2 seeks shareholder approval for the Relevant Options Issue under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the Relevant Options Issue and the issue of the New Options under the Placement and the SPP Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.



If Resolution 2 is not passed, the Company will not be able to proceed with the Relevant Options Issue unless the number of New Options to be issued under the Placement and SPP Offer can be issued within placement capacity under Listing Rule 7.1.

Information required under Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of New Options under the Placement and the SPP Options under Resolution 2.

Listing Rule	Required Disclosure												
7.3.1	<p>The Company is proposing to issue New Options:</p> <ul style="list-style-type: none">to sophisticated and professional investors in Australia, New Zealand, Hong Kong and the Cayman Islands, pursuant to the Placement; andto Eligible Shareholders under the SPP Offer and, insofar as there is a shortfall under the SPP Offer, to sophisticated and professional investors in Australia and New Zealand under the Shortfall Offer.												
7.3.2	<p>The number of New Options that the Company proposes to issue is not fixed and comprises:</p> <ul style="list-style-type: none">10,989,010 New Options issued under the Placement; andthat number of SPP Options, calculated as the number of SPP Shares divided by 2. <p>Given the Offer Price of SPP Shares is not fixed and will depend on the VWAP of Shares, the maximum number of SPP Shares to be issued, and accordingly the corresponding number of SPP Options to be issued, cannot be determined at the date of this Notice.</p> <p>For illustrative purposes, assuming \$15 million is raised under the SPP Offer and assuming the Offer Price of SPP Shares is either \$0.91 or \$0.81 (in 2 alternative scenarios), the number of SPP Options that the Company will issue under the SPP Offer (including any Shortfall Offer) will be calculated as follows:</p> <p>Scenario 1: Offer Price is \$0.91</p> <table><tr><td>A =</td><td>Amount raised under SPP Offer</td><td>\$15,000,000</td></tr><tr><td>B =</td><td>Offer Price</td><td>\$0.91</td></tr><tr><td>C =</td><td>SPP Shares (A divided by B)</td><td>16,483,516</td></tr><tr><td>D =</td><td>SPP Options (C divided by 2)</td><td>8,241,758</td></tr></table> <p>Scenario 1: Offer Price is \$0.81</p>	A =	Amount raised under SPP Offer	\$15,000,000	B =	Offer Price	\$0.91	C =	SPP Shares (A divided by B)	16,483,516	D =	SPP Options (C divided by 2)	8,241,758
A =	Amount raised under SPP Offer	\$15,000,000											
B =	Offer Price	\$0.91											
C =	SPP Shares (A divided by B)	16,483,516											
D =	SPP Options (C divided by 2)	8,241,758											



Listing Rule	Required Disclosure		
	A =	Amount raised under SPP Offer	\$15,000,000
	B =	Offer Price	\$0.81
	C =	SPP Shares (A divided by B)	18,518,518
	D =	SPP Options (C divided by 2)	9,259,259
7.3.3	A summary of the material terms of the New Options is set out in Schedule 1.		
7.3.4	<p>The New Options are proposed to be issued as soon as possible following the date of the Meeting.</p> <p>Assuming Shareholders pass Resolution 2, the Board intends to issue the New Options on 15 June 2023, and in any event, within 3 months of the date of the Meeting.</p>		
7.3.5	All New Options will be issued for nil consideration.		
7.3.6	<p>The New Options are being issued by the Company as part of the capital raising announced to market on 8 May 2023, whereby the funds raised are intended to be used primarily to accelerate commercialisation of the Company's respiratory imaging platform and to significantly strengthen the Company's balance sheet including for the purposes of supporting acquisitive growth by acquisition opportunities.</p> <p>While the New Options are being issued for nil consideration and therefore no funds will be raised by the issue of the New Options, upon the exercise of any New Options, the Company will receive proceeds of \$1.365 for each New Option exercised. The Company intends to use any funds raised upon the exercise of the New Options for general working capital purposes,</p>		
7.3.7	The New Options are not being issued under an agreement.		
7.3.8	The New Options are not being issued under, or to fund, a reverse takeover.		
7.3.9	Please refer to the voting exclusion statements for Resolution 2 set out in the Notice.		

Recommendation

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



GLOSSARY

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

“\$” means Australian Dollars;

“AEST” means Australian Eastern Standard Time;

“ASX” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“Associate” has the meaning given to that term in the Corporations Act for the purposes of subdivision C of Chapter 6.5 of the Corporations Act;

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

“Business Day” means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day;

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

“Company” means 4DMedical Limited ACN 161 684 831;

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

“Director” means a Director of the Company;

“Eligible Shareholders” means Shareholders:

- (a) who were registered holders of Shares on the Record Date; and
- (b) whose registered address was in Australia or New Zealand;
- (c) are not in the United States and are not “U.S. persons” (as defined under Regulation S under the US Securities Act as amended) (US Persons) or acting for the account or benefit of US Persons; and
- (d) are eligible under all applicable securities laws to receive an offer under the SPP Offer;

“Explanatory Statement” means the explanatory statement which forms part of the Notice;

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

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

“New Option” means the free attaching Options, offered to participants in the Offers for nil consideration on the basis of an entitlement to 1 New Option for every 2 Shares issued under the Placement, the SPP Offer or the Shortfall Offer (as the case may be), and such New Option otherwise being on the terms set out in Schedule 1;

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



"**Offer Price**" has the meaning given to that term in section 3.1 of this Explanatory Statement;

"**Offers**" has the meaning given to that term in section 2 of this Explanatory Statement;

"**Option**" means a right to acquire a Share, subject to conditions specified by the Board;

"**Placement**" has the meaning given to that term in section 2 of this Explanatory Statement;

"**Placement Participant**" has the meaning given to that term in section 2 of this Explanatory Statement;

"**Proxy Form**" means the proxy form attached to the Notice;

"**Relevant Issue**" has the meaning given to that term in section 3.1 of this Explanatory Statement;

"**Relevant Options Issue**" has the meaning given to that term in section 3.2 of this Explanatory Statement;

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

"**Shareholder**" means a holder of Shares;

"**Shortfall Offer**" has the meaning given to that term in section 2 of this Explanatory Statement;

"**SPP Offer**" has the meaning given to that term in section 2 of this Explanatory Statement;

"**SPP Options**" has the meaning given to that term in section 3.2 of this Explanatory Statement;

"**SPP Shares**" has the meaning given to that term in section 3.1 of this Explanatory Statement; and

"**VWAP**" means volume weighted average price.



Schedule 1 – New Option Terms

The New Options entitle the holder to subscribe for Shares on the following terms and conditions.

(a) Entitlement

- (i) Each New Option entitles the holder to subscribe for, and be allotted, 1 ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of New Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company.

(b) Exercise of New Option

- (i) The New Options are exercisable at any time from the issue date.
- (ii) The New Options expire on 31 December 2024.
- (iii) The exercise price per New Option is \$1.365 (**Exercise Price**).
- (iv) Each New Option is exercisable by the New Option holder signing and delivering a notice of exercise of New Option prior to their expiry date together with the Exercise Price in full for each Share to be issued upon exercise of each New Option to the Share Registry (**Exercise Notice**). Unless a holder is exercising all of their New Options, New Options must be exercised in parcels of not less than 1,000.
- (v) In order for an Exercise Notice to be valid, the Company must receive in cleared funds before the expiry date, payment of an amount of money equal to the Exercise Price for the number of New Options to which the Exercise Notice relates by way of bank cheque or by other means of payment approved by the Company. If the amount of money paid is less than the Exercise Price for the number of New Options to which the Exercise Notice relates, the Company may in its discretion elect to treat the Exercise Notice as an Exercise Notice for such lower amount of New Options.
- (vi) Remittances must be made payable to '4DMedical Limited'.
- (vii) All New Options will lapse on the earlier of the:
 - (A) receipt by the Company of notice from the New Option holder that the New Option holder has elected to surrender the New Option; and
 - (B) expiry of the final date and time for exercise of the New Option.
- (viii) In the event of liquidation of the Company, all unexercised New Options will lapse.
- (ix) The terms and the rights and obligations of the New Option holders are governed by the laws of Victoria, Australia. Each New Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.



(c) Issue of Shares

Upon receipt of a valid Exercise Notice (accompanied by the applicable Exercise Price monies), the Company must issue the number of Shares equal to the number of New Options the subject of valid Exercise Notices.

(d) Constitution

Each New Option holder who exercises New Options consents to becoming a member of the Company, and agrees to be bound by the Constitution of the Company upon the issue of the new Shares.

(e) Quotation

If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any New Options within 10 Business Days (as defined in the ASX Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(f) Dividends and voting

- (i) The New Options do not provide the New Option holder any entitlement to dividends or other distributions.
- (ii) The New Options do not entitle the New Option holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders.

(g) Restrictions on transfer

The New Options are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and the New Options will lapse immediately if any such thing purports to occur.

(h) Participation in securities issues

Subject to paragraph (i) below, the holder is not entitled to participate in new issues of securities without exercising the New Options.

(i) Participation in a reorganisation of capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of a New Option holder will be changed in accordance with the ASX Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the New Options do not result in any benefit being conferred on the New Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation referred to in paragraph (i)(i) above, New Options will be treated in the following manner:
 - (A) in the event of a consolidation of the share capital of the Company, the number of New Options will be consolidated in the same ratio as the ordinary share



capital of the Company and the exercise price will be amended in inverse proportion to that ratio;


- (B) in the event of a subdivision of the share capital of the Company, the number of New Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- (C) in the event of a return of the share capital of the Company, the number of New Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of New Options and the exercise price of each New Option will remain unaltered;
- (E) in the event of a pro-rata cancellation of shares in the Company, the number of New Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each New Option will be amended in inverse proportion to that ratio; and
- (F) in the event of any other reorganisation of the issued capital of the Company, the number of New Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the New Option holder which are not conferred on shareholders.


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 4D Medical 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
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

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



X99999999999

PROXY FORM

I/We being a member(s) of 4D Medical Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

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

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 Extraordinary General Meeting of the Company to be held at **11:30am (AEST) on Wednesday, 14 June 2023 at Melbourne Connect Superfloor, The Forum, 700 Swanston Street, Carlton VIC 3053 (the Meeting)** and at any postponement or adjournment of the Meeting.

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 ☒.

Items

For Against Abstain*

1 Ratification of issue of Shares under the Offers

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Approval of proposed issue of New Options under the Offers

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

4DX PRX2301A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting 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 Extraordinary 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 **11:30am (AEST) on Monday, 12 June 2023**, 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, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

4DMedical 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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