

16 August 2023

Dear Shareholder,

On behalf of the Directors of IMEXS Limited (**IMEXHS** or **Company**), I am pleased to invite you to attend an Extraordinary General Meeting (**Meeting**) of IMEXHS.

At the Extraordinary General Meeting on 29 September 2021 (**2021 EGM**), the Shareholders of the Company approved the purchase by the Company of all of the issued shares in RIMAB SAS (**RIMAB**) from RIMAB's shareholders (**Vendors**) (**Transaction**) and on 5 October 2021, the Transaction completed (**Completion**).

Details of the Transaction, and in particular the Earn Out Tranche Consideration Shares to which this Notice of Meeting relates, are set out in detail in the enclosed Notice of Meeting and Explanatory Statement and the Company's notice of meeting lodged with the ASX on 1 September 2021 ahead of the 2021 EGM.

At the 2021 EGM, the Shareholders of the Company approved, as part of the Transaction, the issue to the Vendors of Consideration Shares in IMEXHS, as part consideration for the Vendors' shares in RIMAB. The first tranche of Consideration Shares were issued to the Vendors on Completion, and the second tranche of the Consideration Shares (**Earn Out Tranche**) were approved by the Shareholders to be issued on 30 April 2023 (**Earn Out Date**), subject to satisfaction of certain Earn Out Conditions. ASX also granted a waiver of ASX Listing Rule 10.13.5 to allow the Earn Out Tranche Consideration Shares to be issued on or by the Earn Out Date (being more than one month following the 2021 EGM).

The Earn Out Conditions have been met. However, due to an unforeseen delay in completing the financial information for the Revenue Earn Out Condition calculations, the Earn Out Tranche Consideration Shares were not issued to the Vendors on the Earn Out Date, and the ASX waiver has now expired. Accordingly, the Company is seeking Shareholder approval to issue the Earn Out Tranche Consideration Shares on 15 September 2023 (subject to Shareholder approval at the Meeting) and in any event within one month of the date of the Meeting, in accordance with the requirements of ASX Listing Rule 10.13.5 (**Proposed Issue Date**).

The Meeting will be held virtually (online) on 15 September 2023 commencing at 10:00am (AEST). To attend and participate at the Meeting, you will need to log in and pre-register for the Meeting at an online platform provided by our share registry, Automic: at https://us02web.zoom.us/webinar/register/IME_EGM_2023

Unless you have elected to receive a copy of the Notice of Meeting in hard copy, we will not be sending you a hard copy of the Notice of Meeting or Proxy Form by post ahead of this Meeting. Instead, you are able to view and download a copy of the Notice of Meeting from our website <https://imexhs.com/investors-centre/> or via the ASX announcements platform.

Also available on our website, will be all the information you need to attend the Meeting, including access to the Notice of Meeting, which includes details of how to use the online facility and instructions on how to vote and ask questions ahead of and at the Meeting. Any such additional information will also be posted with the Notice of Meeting to those shareholders who have requested to receive a hard copy of the Notice of Meeting.

Headquarters Australia

Sydney
122 O'Riordan Street MASCOT NSW 2020
Email: enquiries@imexhs.com.au

Headquarters Latam

Bogotá, Colombia.
Calle 92 # 11-51, Of 202
+ 57 (1) 316 48 90
Email: soporte@imexhs.com

Headquarters USA

Doral, Florida.
8200 NW 41st, Suite No. 200-42, CP 33166
admin.usa@imexhs.com

The Resolution to be considered at the Meeting will be decided on by poll. I encourage you to read the Notice of Meeting (including the Explanatory Statement) and consider directing your proxy how to vote on the Resolution by marking either the “for” box, the “against” box or the “abstain” box on the Proxy Form or registering to vote online.

Subject to the abstentions noted in the Explanatory Statement, the Directors of IMEXHS unanimously recommend that shareholders vote in favour of the Resolution.

Thank you for your continued support of IMEXHS.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'DFlynn', with a horizontal line extending to the right.

Doug Flynn
Chairman

IMEXHS LIMITED

ACN 096 687 839

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary Meeting of Shareholders of IMEXHS Limited ACN 096 687 839 (“IMEXHS” or “Company”) will be held at:

TIME: 10:00 am (AEST)
DATE: 15 September 2023
PLACE: The Meeting will be held virtually. See details below.

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Please note that the Meeting will be held virtually by using an online meeting platform powered by Automic (further instructions are enclosed in this Notice of Meeting). Shareholders will not be able to physically attend the Meeting. The Company will ensure that all Shareholders have a reasonable opportunity to participate in the Meeting via the following means:

- ***ability to ask questions in advance of the Meeting by sending your questions to enquiries.imexhs.com.au at least 48 hours before the start of the Meeting; and***
- ***the Meeting will be live webcast, with the ability of Shareholders to submit questions and vote in real time via the platform. Shareholders will be required to pre-register for the meeting at <https://us02web.zoom.us/webinar/register/IME EGM 2023>***

Voting on the Resolution will be decided by poll.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of the Company will be held virtually on 15 September 2023 at 10:00 am (AEST) (**Meeting**), for the purpose of transacting the following business referred to in this Notice of Meeting.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form part of this Notice of Meeting.

Please note the important limitations and procedural requirements that will apply to the Meeting as set out in this Notice of Meeting. The Company is implementing these limitations and procedural requirements to ensure Shareholders will have a reasonable opportunity to participate in the Meeting.

Terms and abbreviations used in this Notice of Meeting (including the Explanatory Statement) are defined in the Glossary.

BUSINESS OF THE MEETING

RESOLUTION 1 – APPROVAL OF ISSUE OF EARN OUT TRANCHE CONSIDERATION SHARES TO VENDORS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That the issue to the Vendors (or their respective nominees) of the Earn Out Tranche Consideration Shares on the terms and conditions set out in the Explanatory Statement, is approved under and for the purposes of ASX Listing Rule 10.11, and all other purposes.”

VOTING EXCLUSIONS

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) any Vendor;
- (b) any associate of a Vendor .

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a Shareholder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associated of a person excluded from voting on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

IMPORTANT NOTES FOR SHAREHOLDERS

These notes form part of the Notice of Meeting.

Time and Place of Meeting

Notice is given that an Extraordinary General Meeting of members will be held virtually on 15 September 2023 at 10:00 am (AEST).

There will be no physical venue of the Extraordinary General Meeting at which Shareholders may attend in person. The Meeting will be held virtually using Automic's online meeting platform, which gives Shareholders access to join and participate in the Meeting virtually, submit questions to the Chairman in real time and directly vote at the Meeting using the webcast.

Shareholders are also invited to submit questions to the Company prior to the Meeting, in relation to the business of the Meeting. The Company requests that Shareholders lodge any questions electronically by email to enquiries@imexhs.com.au at least 48 hours before the start of the Meeting.

Online Voting Procedures During the Meeting

Shareholders who wish to participate in the Meeting may do so from their computer or mobile device, by following the below instructions.

Shareholders will need to:

1. Open their internet browser and go to investor.automic.com.au
2. Login with their username and password or click "**register**" if they haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, Shareholders should click on "**View**" when this appears.
4. Click on "**Register**" and follow the steps.
5. Click on the URL to join the webcast where Shareholders can view and listen to the virtual Meeting.
6. Once the Chairman of the Meeting has declared the poll open for voting, Shareholders may click on "**Refresh**" to be taken to the voting screen.
7. The next screen will display the Resolution to be put to the Meeting. Shareholders can select their voting direction by selecting either "for", "against" or "abstain" next to the Resolution.
8. Once voting has been declared closed, you must select "**next**" to submit your vote. Shareholders select the check box next to "**declaration**" and then click "**confirm**" to submit their vote. **Note that Shareholders cannot amend their vote after it has been submitted.**

If Shareholders are unable to attend the Meeting using the webcast they are encouraged to return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the webcast should they elect to do so.

Your Vote is Important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEST) on 13 September 2023.

Notice to Persons Outside Australia

This Notice of Meeting (including the Explanatory Statement) has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to other countries.

The distribution of this Notice of Meeting may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Notice of Meeting should inform themselves of, and observe, any such restrictions.

Voting Requirements

In accordance with section 250JA of the Corporations Act, the Resolution to be considered at the Meeting as set out in this Notice of Meeting will be decided on a poll (and not a show of hands).

In accordance with the Company's Constitution and the ASX Listing Rules, the Resolution put to Shareholders at the meeting must be passed by way of an ordinary resolution which requires the Resolution be approved by a majority of votes cast by Shareholders entitled to vote on the Resolution.

PROXY AND VOTING INSTRUCTIONS

Voting by Proxy

1. Shareholders are advised that the Resolution will only be decided based on proxy votes and online votes which are received by the Company no later than 10:00 am (AEST) on 13 September 2023.
2. To vote by proxy, please complete a proxy form and return it by the time and in accordance with the instructions set out on the proxy form or vote online. Proxy forms and online voting are available at investor.automic.com.au by **logging in** to your account.
3. In accordance with section 249L of the Corporations Act, members are advised that:
 - a. each member of the Company entitled to attend and vote at the Meeting has a right to appoint a proxy;
 - b. the proxy need not be a member of the Company; and
 - c. a member who is entitled to cast 2 or more votes may appoint 2 or more proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
4. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
 - a. the full name of the body corporate appointed as proxy; and
 - b. the full name or title of the individual representative of the body corporate to attend the Meeting.
5. Proxy appointments in favour of the Chairman, the secretary or any Direction that do not contain a direction on how to vote will be voted on by the Chairman in favour of the Resolution proposed in this Notice of Meeting (except as expressly set out in this Notice of Meeting).
6. Proxy Forms must be signed by a Shareholder or the Shareholder's attorney, or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.

7. A Proxy Form is attached and available at investor.automic.com.au by **logging in** to your account. If required, it should be completed, signed (and if the appointment is signed by the appointer's attorney, accompanied by the original authority under which the appointment was signed or a certified copy of the authority). Proxy Forms must be returned in accordance with the instructions on the Proxy Form.

Dated: 16 August 2023

By order of the Board

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

Reena Minhas
Company Secretary
IMEXHS Limited

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually on Friday, 15 September 2023 at 10:00 am (AEST).

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice of Meeting. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolution set out in the Notice of Meeting.

A Proxy Form is located at the end of this Notice of Meeting and available online at investor.automic.com.au by logging in to your account.

1. RESOLUTION 1: APPROVAL OF ISSUE OF EARN OUT TRANCHE CONSIDERATION SHARES TO THE VENDORS

1.1 Background

On 25 July 2021, IMEXHS and Imaging Experts and Healthcare Services S.A.S (a Colombian, wholly-owned subsidiary of the Company) (**IMEXHS Colombia**) entered into a share sale deed to acquire the entire issued share capital of RIMAB from RIMAB's shareholders (each a **Vendor** and together the **Vendors**), which was subsequently amended by side letters (**SSD**). A summary of the key terms of the SSD is set out at Attachment 1 of this Notice of Meeting. Shareholder approval for the Transaction was given on 29 September 2021 at the 2021 EGM. The purchase price for RIMAB's shares under the SSD (**Purchase Price**) was to be satisfied by a combination of cash and Consideration Shares in IMEXHS. On 5 October 2021¹, Completion of the Transaction occurred, and:

- the cash component of the Purchase Price, COP4 billion (less a retention amount of COP 1 billion), was paid by IMEXHS. The retention period for the retention amount has now ended, and the retention amount has been released to the Vendors (other than COP 91,268,196 which is being retained for a potential financial exposure);
- as part of the Purchase Price, a total of 2,332,172 Consideration Shares in IMEXHS were issued to the Vendors at Completion; and
- the balance of the Purchase Price is to be satisfied by the issue of a second tranche of 777,393 Consideration Shares in IMEXHS (**Earn Out Tranche**) to the Vendors, as detailed below.

1.2 Earn Out Tranche Consideration Shares

Under the SSD, the component of the Purchase Price which is to be satisfied by the issue of the Consideration Shares equals COP 20.3 billion or approximately AU\$7.1 million, subject to net debt and working capital adjustments, and capped at 3,464,273 ordinary Shares in total (**Scrip Consideration**). The total number of Consideration Shares was calculated by reference to the 10 day volume weighted average price (**VWAP**) of IMEXHS's shares as at 20 July 2021. There will be 3,109,565 Consideration Shares issued in total, which is within the capped number (3,464,273) specified by the SSD for the Scrip Consideration.

The number of Earn Out Tranche Consideration Shares is 777,393 Shares, calculated in accordance with the SSD (as amended).

The issue of the Earn Out Tranche Consideration Shares is subject to satisfaction of certain conditions being met as detailed at paragraph 1.3 below (**Earn Out Conditions**).

On 9 August 2021, ASX granted the Company a waiver of ASX Listing Rule 10.13.5 to allow the Earn Out Tranche of Consideration Shares to be issued on 30 April 2023 (**Earn Out Date**) (being more than one month following the date of the Meeting).

The Earn Out Conditions have been met. However, due to an unforeseen delay in completing the financial information for the Revenue Earn Out Condition calculations, the Earn Out Tranche Consideration Shares were not issued to the Vendors on the Earn Out Date. Accordingly, the ASX waiver has lapsed, and IMEXHS is seeking the re-approval of Shareholders to pass Resolution 1, so the Company can issue the Earn Out Tranche Consideration Shares on 15 September 2023, and in any event within one month of the date of the Meeting, in accordance with the requirements of ASX Listing Rule 10.13.5 (**Proposed Issue Date**).

1.3 Earn Out Conditions

Under the SSD, the Earn Out Tranche Consideration Shares are only required to be issued if both of the following Earn Out Conditions are satisfied:

- (a) either as at 31 December 2022, the Colsubsidio Contract remained in place on terms equal to or better than the terms in FY20 and RIMAB had not received notice of termination; or RIMAB had entered into an agreement with a new (or existing/former) client which generates comparable revenue to the Colsubsidio Contract for RIMAB and which as at the Earn Out Date has or will have a remaining term of no less than 12 months (**Contract Condition**); and
- (b) revenue and gross margin of RIMAB (assessed for the financial year ended 31 December 2022 (**FY2022**) on a pro forma comparison basis as described below) is not less than the level achieved in the financial year ended 31 December 2020 (**FY2020**) (**Revenue Earn Out Condition**).

Both of the Earn Out Conditions have now been met.

With respect to the Contract Condition, the Colsubsidio Contract remains in place on terms which satisfy the Contract Condition.

With respect to the Revenue Earn Out Condition, since Completion, IMEXHS has been operating all radiology managed services (**RMS**) from Completion through RIMAB. As such, for the purpose of measuring the revenue and gross margin metrics in the Revenue Earn Out Condition and determining whether the Revenue Earn Out Condition was met, a pro forma calculation of the combined RMS businesses of IMEXHS and RIMAB as at 31 December 2020 (as if those businesses were combined as at that date) was used.

IMEXHS and its advisers have completed the pro forma calculation in respect of the Revenue Earn Out Condition, and determined on 9 August 2023 that the Revenue Earn Out Condition has been met.

1.4 Approvals required

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed entity must not issue or agree to issue equity securities to a related party (or an associate of a related party) without the approval of the holders of the entity's Ordinary Securities.

Approval for issue of the Earn Out Consideration Shares is required on the basis that, as Germán Arango is a director of IMEXHS, he is a related party of the Company for the purposes of the Corporations Act and the ASX Listing Rules. On signing of the SSD, all other Vendors became associates of Germán Arango, and on that basis, held a relevant interest in the voting shares in the Company held by Digital Imaging Solutions S.A.S Pty Ltd, an entity controlled by Germán Arango.

Although that approval has already been given by the Shareholders at the 2021 EGM, ASX Listing Rule 10.13.5 requires that the relevant shares be issued within one month of the meeting at which the approval was given. Given the ASX waiver lapsed, IMEXHS is seeking re-approval from the Shareholders under the ASX Listing Rules and Corporations Act to issue the Earn Out Tranche Consideration Shares on 15 September 2023, and in any event within one month of the date of the Meeting (**Proposed Issue Date**) (assuming the Shareholder approval sought is obtained).

The parties to the SSD have agreed to amend the SSD to provide that, subject to Shareholder approval of Resolution 1, the Earn Out Tranche Consideration Shares will be issued on the Proposed Issue Date (as opposed to the original Earn Out Date).

Consequently, the issue of the Earn Out Tranche Consideration Shares is conditional on Shareholder reapproval for the purposes of ASX Listing Rule 10.11 being obtained (being the agreement to issue the Consideration Shares to a related party of IMEXHS). None of the exceptions in ASX Listing Rule 10.12 apply.

1.5 Directors' recommendations

The Board (with the exception of Germán Arango, abstaining) considers that the issue of the Earn Out Tranche Consideration Shares is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 1.

1.6 Information required under ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the Company provides the following information in relation to Resolution 1:

(a) the name of the person:

Details of the Vendors' respective shareholdings in RIMAB, and their respective percentage of the total share capital of RIMAB (in each case, prior to Completion of the Transaction) (**Respective Proportions**), are set out in the following Table A:

Table A: Respective Proportions

Vendor	Number of RIMAB shares held	Respective Proportion
Germán Anibal Arango Bonnet	2,188	54.70%
Jorge H. Marin Muñoz	1,138	28.45%
Julio Alberto Garcia	60	1.50%
Nelson David Bedoya	120	3.00%
Jorge Carrillo	80	2.00%
Sandra Nino	140	3.50%
Manuel Fernando Becerra Arevalo	40	1.00%
Arnaldo Andrew Brito Araujo	26	0.65%
Marcia Cipagauta Villamil	160	4.00%
Emigdio Marriaga Pinerez	40	1.00%
David Enrique Torres Mendoza	8	0.20%
TOTAL:	4,000	100.00%

(b) which category in rules 10.11.1 – 10.11.5 the person falls within and why:

all Vendors fall under rule 10.11.1;

- (c) the number and class of securities to be issued to the person:

Each Vendor will receive the following number of Earn Out Tranche Consideration Shares (in accordance with their Respective Proportions as set out in Table A above):

Table B: Earn Out Tranche Consideration Shares

Vendor	Earn Out Tranche Consideration Shares
Germán Anibal Arango Bonnet	425,233
Jorge H. Marin Muñoz	221,168
Julio Alberto Garcia	11,661
Nelson David Bedoya	23,322
Jorge Carrillo	15,548
Sandra Nino	27,209
Fernando Becerra Arevalo	7,774
Arnaldo Andrew Brito Araujo	5,053
Marcia Cipagauta Villamil	31,096
Emigdio Marriaga Pinerez	7,774
David Enrique Torres Mendoza	1,555
TOTAL	777,393

- (d) the terms of the securities:

the Earn Out Tranche Consideration Shares will be fully paid ordinary shares ranking equally with all other ordinary shares on issue at the date or dates of allotment and are to be held in escrow for a period of 12 months following the Proposed Issue Date;

- (e) the dates of issue:

on the Proposed Issue Date (which in any event is within one month of the date of the Meeting (assuming the Shareholder approval sought is obtained));

- (f) the price or other consideration the entity will receive for the issue:

the Earn Out Tranche Consideration Shares are issued in part consideration for the acquisition by the Company and IMEXHS Colombia of the entire share capital of RIMAB; and

- (g) the shares are being issued under the SSD, which is described in this Explanatory Statement and the terms of which are summarised in Attachment 1.

1.7 What will happen if Resolution 1 is not approved?

For the purpose of ASX Listing Rule 14.1A, if Resolution 1 is not approved by Shareholders, the Company's obligations to pay the Purchase Price to fund the Transaction will not be fully met on the terms agreed under the SSD.

1.8 ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.2 Exception 14, since approval is being sought under ASX Listing Rule 10.11, approval is not required to be obtained from Shareholders under

ASX Listing Rule 7.1. As the issue of Earn Out Tranche Consideration Shares to the Vendors will be made with Shareholder approval, the issue will not impact on the Company's 15% placement capacity under ASX Listing Rule 7.1.

GLOSSARY

\$ or AU\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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

ASX Listing Rules means the Listing Rules of ASX (as amended or waived from time to time).

Board means the current board of directors of the Company.

Chairman means the chair of the Meeting.

Colsubsidio Contract means the revenue sharing contract between Caja Colombiana de Subsidio Familiar and RIMAB dated 1 June 2019, as amended on 2 May 2020.

Company or **IMEXHS** means IMEXHS Limited ACN 096 687 839.

Completion means Completion of the Transaction under the SSD, which occurred on 5 October 2021.

Consideration Shares means fully paid ordinary shares in IMEXHS issued and to be issued to the Vendors as the Scrip Consideration, comprising 2,332,172 Consideration Shares issued to the Vendors on Completion and 777,393 Earn Out Tranche Consideration Shares.

COP means Colombian Pesos, the lawful currency of Colombia.

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

Directors means the current directors of the Company.

Earn Out Conditions means the conditions to issue of the Earn Out Tranche Consideration Shares described in paragraph 1.3.

Earn Out Date means 30 April 2023, being the original issue date for the Earn Out Tranche Consideration Shares (subject to satisfaction of the Earn Out Conditions).

Earn Out Tranche means the Consideration Shares, which will be issued on the Proposed Issue Date or in any event no later than 1 month from the date of the Meeting, subject to Shareholder approval at the Meeting.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice of Meeting.

IMEXHS Colombia Imaging Experts and Healthcare Services S.A.S (a Colombian, wholly-owned subsidiary of the Company).

Meeting means the Extraordinary General Meeting the subject of this Notice of Meeting.

Notice of Meeting means this notice of meeting including the Explanatory Statement and all attachments, including the Proxy Form.

Ordinary Securities has the meaning given in the ASX Listing Rules.

Proposed Issue Date means 15 September 2023 subject to Shareholder approval at the Meeting, and in any event within one month of the date of the Meeting, being the proposed new issue date for the Earn Out Tranche Consideration Shares.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Purchase Price has the meaning given in paragraph 1.1.

Respective Proportions has the meaning given in paragraph 1.6(a) and as detailed in Table A of that paragraph.

Resolution means a resolution set out in the Notice of Meeting.

Revenue Earn Out Condition has the meaning given in paragraph 1.3(b).

RIMAB means RIMAB S A S.

Scrip Consideration has the meaning given in paragraph 1.2.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share in the Company.

SSD means the share sale deed dated 25 July 2021 between the Vendors, IMEXHS and IMEXHS Colombia in for the purchase of 100% of the share capital in RIMAB, as varied by side letters dated 5 August 2021, 1 October 2021 and 15 August 2023.

Transaction means the acquisition by IMEXHS and IMEXHS Colombia of the entire share capital in RIMAB, which completed on 5 October 2021.

Vendor means a shareholder of RIMAB as listed in Table A at paragraph 1.6(a) (together the **Vendors**).

Otherwise, terms used have the meanings given to them in the ASX Listing Rules.

Attachment 1 – Summary of Key Terms of SSD

Set out below is a high-level summary of key provisions of the SSD. This is not an exhaustive summary.

No.	Question	Summary
1.	What is the transaction contemplated by the SSD?	<p>IMEXHS and IMEXHS Colombia (together, the Buyers) agreed to acquire 100% of the shares in RIMAB (RIMAB Shares) from the Vendors for the Purchase Price (defined below) Specifically:</p> <ul style="list-style-type: none"> • IMEXHS agreed to purchase a total of 3,342 RIMAB Shares, in exchange for the issue to the Vendors of the Consideration Shares, being shares in IMEXHS (some to be issued on Completion and some on the Earn Out Date); and • IMEXHS Colombia agreed to purchase a total of 658 RIMAB Shares, in exchange for cash.
2.	What is the Purchase Price?	<p>The aggregate Purchase Price for the RIMAB Shares is COP 24.3 billion (approximately AUD\$8.5 million), plus or minus customary completion net debt and working capital adjustments. That Purchase Price assumes the Earn Out Conditions are satisfied. Each Vendor is entitled to its Respective Proportion of the Purchase Price, including Consideration Shares (which reflects their proportionate shareholding in RIMAB prior to Completion).</p>
3.	How and when will the Purchase Price be paid?	<ul style="list-style-type: none"> • At Completion, IMEXHS Colombia was required to pay the Vendors approximately COP 1 billion (Completion Cash Amount). The Vendors were also required to be issued their Respective Proportion of fully paid ordinary shares in the capital of IMEXHS (the Completion Tranche Consideration Shares). The number of Consideration Shares to be issued at Completion was to be calculated after determining the estimated net working capital and net debt adjustments but capped at 2,451,096 Consideration Shares. To the extent that the Vendors' entitlement exceeded this amount, the balance was required to be paid in cash. • On the Earn Out Date, subject to the Earn Out Conditions being met, each of the Vendors were to be issued their Respective Proportion of 777,393 fully paid ordinary shares in the capital of IMEXHS (the Earn Out Tranche Consideration Shares). By amendment to the SSD, the parties to the SSD have agreed to amend the SSD to provide that, subject to approval of the shareholders of IMEXHS, the Earn Out Tranche Consideration Shares will be issued on the Proposed Issue Date (as opposed to the original Earn Out Date). • A Retention Amount of up to COP 1 billion (Retention Amount) is to be held by the Buyers from Completion to when the FY2022 financial results are released to the ASX by IMEXHS (Retention Period). The Retention Amount can be used by the Buyers during the Retention Period to set off against claims under the agreement or completion adjustment payments. Any balance remaining of the Retention Amount at the end of the Retention Period will be paid to the Vendors in their Respective Proportions, unless there are unresolved claims in favour of the Buyers, which can be held back until resolved. By amendment to the SSD, the parties to the SSD have agreed to amend the SSD to provide that IMEXHS COL may retain COP 91,268,196 of the Retention Amount for a potential Financial Exposure Item risk for a period of a maximum of 10 months after the end of the Retention Period.

No.	Question	Summary
4.	What are the Consideration Shares, when will they be issued and how many will be issued?	<p>The Consideration Shares are shares in the capital of IMEXHS, to be issued to the Vendors as part consideration for the sale of their Shares.</p> <p>The Completion Tranche Consideration Shares were to be issued on Completion, and were subject to a 12 month voluntary escrow period. The Earn Out Tranche Consideration Shares are to be issued on the Earn Out Date, and are similarly subject to a 12 month voluntary escrow period from the Earn Out Date.</p>
5.	What are the conditions precedent to Completion?	<p>There were four conditions precedent that must be satisfied for Completion to occur:</p> <ul style="list-style-type: none"> • the Buyers each obtaining all necessary approvals to give effect to the Proposed Transaction; • certain loans advanced by shareholders to RIMAB being repaid in full; • a key employee of RIMAB entering into a new employment agreement with RIMAB; and • notification of the Proposed Transaction being submitted to the Superintendency of Industry and Commerce (being Colombia's competition regulator) (SIC) and either the SIC acknowledging receipt of the notification, or ten business days passing without the SIC having responded, in which case, the Proposed Transaction would be considered approved, <p>(together, the Conditions Precedent).</p>
6.	When will Completion occur?	<p>Under the SSD, Completion of the Proposed Transaction was to occur on the later of 1 October 2021 and 5 business days after the satisfaction of the Conditions Precedent. Completion took place on 5 October 2021.</p>
7.	What are the Earn Out Conditions?	<p>The SSD includes two Earn Out Conditions. The first Earn Out Condition is the Colsubsidio Contract remaining on foot on equivalent or better terms, or RIMAB entering into a qualifying new client contract, as at the Earn Out Date. The second Earn Out Condition is the revenue and gross margin of RIMAB (assessed for FY2022) on a pro forma comparison basis being not less than the level achieved in the financial year ended 31 December 2020 (the Revenue Earn Out Condition).</p>
8.	What representations and warranties are given by Vendors for the protection of the Buyers?	<p>The Vendors provided customary representations, warranties and indemnities under the SSD in relation to the business and affairs of RIMAB, in addition to customary warranties in relation to title to their RIMAB Shares and capacity, solvency, etc.</p>
9.	What representations and warranties are given by IMEXHS for the benefit of the Vendors?	<p>IMEXHS provided some limited warranties, largely in relation to title, capacity, solvency, corporate structure and compliance with laws.</p>

No.	Question	Summary
10.	What restrictions are placed on the Vendors under the SSD?	German Arango and Jorge Marin have agreed not engage in business that competes with RIMAB, have any financial interest in any business that competes with RIMAB, or solicit employees, contractors, customers or suppliers of RIMAB for a period of up to three years from Completion.
11.	Can the SSD be terminated prior to closing?	The SSD can be terminated in limited circumstances, including where not all Conditions Precedent described above are satisfied by 30 November 2021.

Holder Number:

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 13 September 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

