



T | +61 3 5339 0704
E | info@idxgroup.com.au

Suite 9.02, Level 9,
45 William Street
Melbourne Vic 3000

www.integraldiagnostics.com.au

2023 Notice of Annual General Meeting

27 October 2023, Melbourne

Integral Diagnostics Limited (ASX:IDX) will hold its 2023 Annual General Meeting on Wednesday 29 November 2023 at 10:00am (Melbourne Time) as a hybrid meeting.

Shareholders are able to participate in person at the offices of Herbert Smith Freehills, Level 24, 80 Collins St, Melbourne Vic 3000 or online.

The following documents are attached:

- Notice and Access Letter;
- Notice of Annual General Meeting (AGM) 2023;
- Proxy Voting Form; and
- Online Meeting Guide

For further details contact

Integral Diagnostics

Kirsty Lally

Company Secretary

Tel: +61 3 9321 4918

Email: klally@idxgroup.com.au

Authorised for lodgement by the Company Secretary.

About IDX:

Integral Diagnostics (IDX) is a leading provider of medical imaging services across Australia and New Zealand. IDX employs some of Australasia's leading radiologists and diagnostic imaging specialists in a unique medical leadership model that ensures quality patient care, service and access. Good medicine is good business. For more information, please visit www.integraldiagnostics.com.au/.



Integral Diagnostics Limited
ABN 55 130 832 816

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

IDX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Integral Diagnostics Limited Annual General Meeting

The Integral Diagnostics Limited Annual General Meeting will be held on Wednesday 29 November 2023 at 10:00am (Melbourne Time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (Melbourne Time) Monday 27 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MXP9AFG>

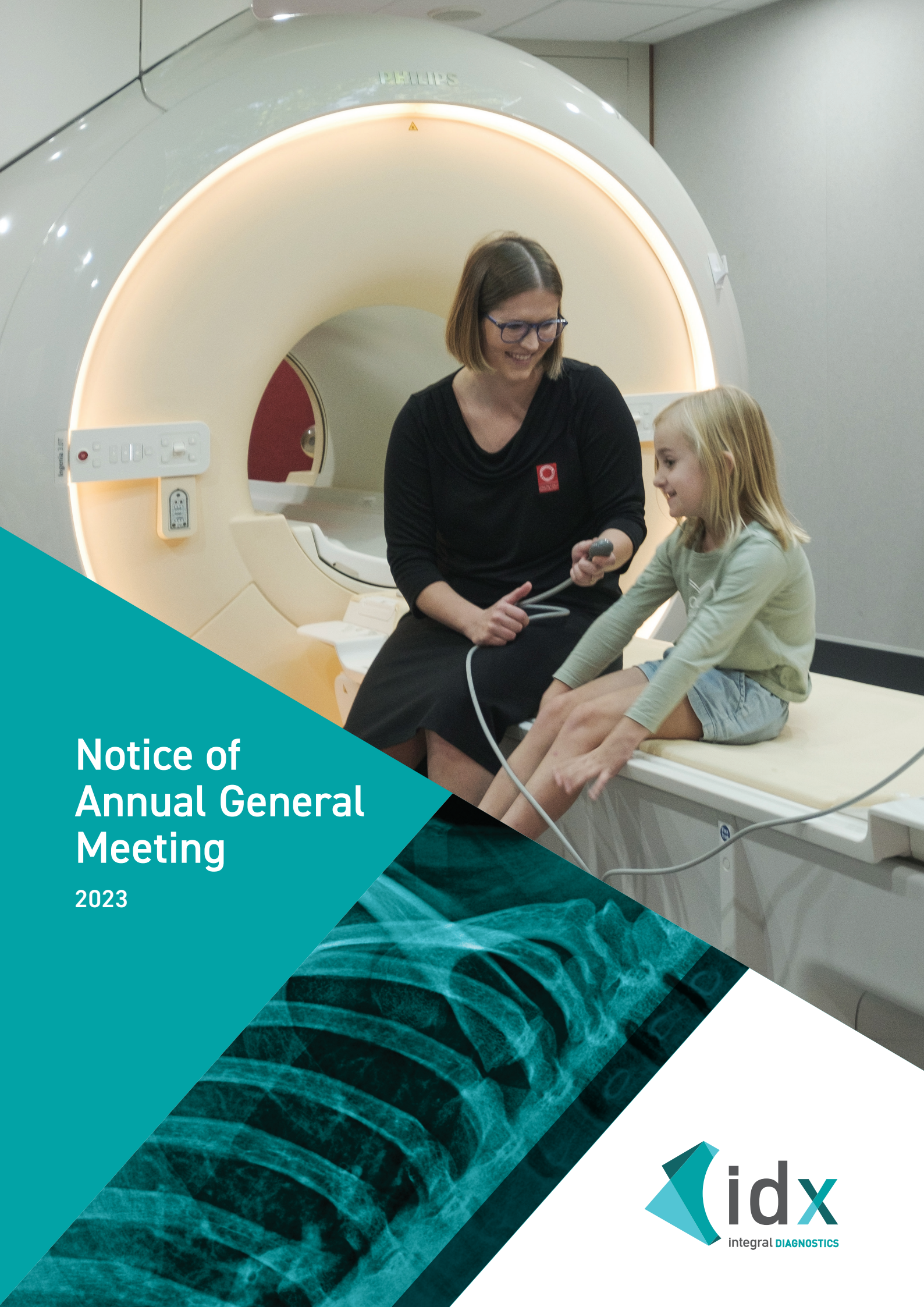
For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, Vic 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Notice of Annual General Meeting

2023

INVITATION TO SHAREHOLDERS FROM IDX CHAIR

27 October 2023

Dear Shareholder,

I am pleased to invite you to IDX's 2023 AGM. The AGM is an important part of the IDX calendar and we encourage you to read these materials and attend the meeting.

This year, shareholders can attend and participate in the meeting in person or online using a smartphone, tablet, or computer.

Further information on how to participate in the meeting is provided on page 05 of this Notice of Meeting.

If you choose to attend in person, this year's meeting will be held at 10.00 am (Melbourne Time) on Wednesday 29 November 2023 at: Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, Vic 3000.

Enclosed information

We have included in this Notice of Meeting:

- Items of Business (page 03)
- Important Information regarding the meeting (page 05)
- Explanatory Memorandum (page 09)
- Your proxy form.

Voting by proxy

If you are unable to attend the meeting and wish to vote, please complete and return your proxy form no later than 10.00 am (Melbourne Time) on Monday 27 November 2023. Further details on how to submit your proxy form are set out in the Notice of Meeting on page 06 and in the proxy form.

Shareholder emails and electronic communications

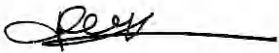
If you haven't done so already, I encourage you to make the switch to paperless communications. It enables us to provide you with information more quickly, at lower cost and with less impact to the environment in line with our ESG strategy. To make the switch, contact Computershare on one of the methods outlined on our website at <https://www.integraldiagnostics.com.au/my-shareholding/>.

Attendance in person on the day

If you are able to attend in person, you will need to register on arrival. Registration will open from 9.00 am (Melbourne Time).

Following the meeting, you are welcome to join the Board and the Leadership team for light refreshments.

I look forward to welcoming you to our AGM. This will be my last AGM. After nine years with the Company, I will be stepping off the Board at the close of the meeting in accordance with my term concluding and succession plan. It has been an honour to serve as Chair of your Board and as a director of IDX.



Helen Kurincic

Chair

ITEMS OF BUSINESS

Notice is hereby given that the 2023 Annual General Meeting (**AGM** or **Meeting**) of Integral Diagnostics Limited (the **Company** or **IDX**) will be held as a hybrid meeting (in person and online), on Wednesday 29 November 2023, commencing at 10.00am (Melbourne Time) at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, Vic 3000 and online at <https://meetnow.global/MXP9AFG>.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum, which accompanies and forms part of this Notice of Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditors for the year ended 30 June 2023.

2. REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2023 be adopted."

Note: voting exclusions apply to this item of business. Please see page 07 for further details. This resolution is advisory only and does not bind the Directors or the Company.

3. RE-ELECTION OF MS RAELENE MURPHY AS A DIRECTOR

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

"That, Ms Raelene Murphy, who retires by rotation and being eligible, be re-elected as a Director of the Company."

Details of the qualifications and experience of Ms Murphy are set out in the Explanatory Memorandum.

4. ELECTION OF MS INGRID PLAYER AS A DIRECTOR

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

"That, Ms Ingrid Player, who was appointed on 29 August 2023, retires and being eligible, be elected as a Director of the Company."

Details of the qualifications and experience of Ms Player are set out in the Explanatory Memorandum.

5. ELECTION OF MR TOBY HALL AS A DIRECTOR

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

"That, Mr Toby Hall, who was appointed on 28 September 2023, retires and being eligible, be elected as a Director of the Company."

Details of the qualifications and experience of Mr Hall are set out in the Explanatory Memorandum.

6. APPROVAL OF EQUITY GRANTS TO THE MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER UNDER THE COMPANY'S EQUITY INCENTIVE PLAN

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, for the granting of:

- a. ***Rights to Dr Ian Kadish as his annual long-term incentive grant for the year ended 30 June 2024; and***
- b. ***Rights to Dr Ian Kadish as the deferred component of his short-term incentive grant for the year ended 30 June 2024,***

on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting."

Note: voting exclusions apply to this item of business. Please see page 07 for further details.

7. APPROVAL OF ISSUE OF SECURITIES UNDER THE COMPANY'S EQUITY INCENTIVE PLANS

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

"That issues of securities under the Company's Equity Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum, be approved, as described in the Explanatory Memorandum, for all purposes including ASX Listing Rule 7.2, Exception 13."

Note: voting exclusions apply to this item of business. Please see page 07 for further details.

ITEMS OF BUSINESS

8. REINSERTION OF THE PROPORTIONAL TAKEOVER APPROVAL PROVISIONS IN THE CONSTITUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

“That pursuant to and in accordance with section 648G of the Corporations Act 2001(Cth), the existing proportional takeover provisions in the form set out in rule 6 of the Company’s Constitution be reinserted into the Constitution of the Company, for a period of three years from the date of this meeting, with effect from the close of the Meeting.”

The accompanying Important Information and Explanatory Memorandum form part of this Notice of Meeting.

By order of the Board



Kirsty Lally
Company Secretary
27 October 2023

IMPORTANT INFORMATION

ANNUAL REPORT

The Company's 2023 Annual Report is available at: www.integraldiagnostics.com.au/reports/

SHAREHOLDERS ENTITLED TO VOTE

For the purposes of the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7.00pm (Melbourne Time) on Monday 27 November 2023. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to vote at the Meeting.

PARTICIPATING IN PERSON

Registration for the AGM will open at 9.00am (Melbourne Time) on Wednesday 29 November 2023.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

PARTICIPATING IN THE MEETING USING THE ONLINE PLATFORM

Shareholders and proxyholders who are unable to attend the AGM in person may participate in the AGM online using the Computershare Meeting Platform.

By participating in the Meeting using the online platform you will be able to:

- hear the Meeting discussion and view the presentations;
- ask questions orally and in writing while the Meeting is in progress; and
- vote in real time during the Meeting.

Shareholders and proxyholders who wish to participate in the AGM online via the Computershare Meeting Platform may do so by entering this URL in their browser <https://meetnow.global/MXP9AFG> and then logging in using the following instructions.

To make the registration process quicker, shareholders should have their SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare Investors Services Pty Limited (**Computershare**) on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.

Online registration will open one hour before the meeting starts:

- Click on 'Join Meeting Now'.
- Shareholders in Australia should enter their SRN/HIN and postcode registered to the holding. Overseas shareholders should select the country of the registered holding from the drop-down list.
- Proxyholders need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
- Read and accept the Terms and Conditions and click 'Continue'.

For more information regarding participation in the AGM online, including browser requirements, please see the Online User Guide available at www.computershare.com.au/virtualmeetingguide.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM for those participating using the Computershare Meeting Platform. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where they consider it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to lodge a directed proxy by 10.00am (Melbourne Time) on Monday 27 November 2023.

VOTING

Each of the resolutions set out in this Notice of Meeting will be decided by way of a poll. You may vote at the AGM in one of two ways:

- live and at the Meeting in person or online using the Computershare Meeting Platform, or by proxy, attorney or representative; or
- in advance of the Meeting, by appointing a proxy and directing your proxy how to vote by 10.00am (Melbourne time) on Monday 27 November 2023.

The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the Chair of the Meeting announces that the poll is closed.

Subject to the voting exclusions, every shareholder has one vote for each share held.

REQUIRED MAJORITY

In the case of Items 2 to 7 of business, the resolutions must be passed by more than 50% of all votes cast by shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative). Item 8 is a special resolution and must be passed by 75% (or more) of all votes cast by shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

IMPORTANT INFORMATION

PROXIES

If you are a shareholder entitled to vote, you may appoint a proxy. If you are a shareholder entitled to cast two or more votes, you may appoint two proxies and specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes.

If you are unable to participate in the Meeting online or choose not to attend the Meeting, you are encouraged to appoint a proxy to cast your vote for you.

A proxy need not be a shareholder of the Company. Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the Meeting and to exercise their voting instructions. Appointed proxies attending the Meeting online will need to contact Computershare Investor Services on +61 3 9415 4024 one hour prior to the AGM to obtain a username and password to ask questions and to vote online. Further details are available in the Online User Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

If you do not name your proxy in your completed proxy form or if the person you appoint as proxy does not attend the AGM, or attends the AGM but does not vote, the Chair of the Meeting will be taken to be your proxy by default. In accordance with the Corporations Act 2001 (Cth) (**Corporations Act**), any directed proxies that are not voted as directed on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

Voting exclusions apply to Items 2, 6 and 7 which affect proxy voting. In particular, the company's key management personnel (**KMP**) and their closely related parties will not be able to vote your proxy on resolutions 2, 6 and 7 unless you direct them how to vote by marking a voting box for those items, or the Chair of the Meeting is your proxy. The term 'closely related party' is defined in the Corporations Act and includes the KMP's spouse, dependents and certain other close family members, as well as any companies controlled by the KMP, or the KMP's spouse, dependents and certain other close family members.

If you intend to appoint a proxy, please ensure that you direct them how to vote on resolutions 2, 6 and 7.

If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 2, 6 and 7 by validly submitting your proxy form, you will be expressly authorising the Chair of the Meeting to cast your vote on resolutions 2, 6 and 7 as the Chair of the Meeting sees fit, even though the resolutions are connected, directly or indirectly, with the remuneration of the Company's KMP.

The Chair of the Meeting intends to vote all available proxies in favour of the resolutions.

CORPORATE SHAREHOLDERS AND PROXIES

If a shareholder is a body corporate or appoints a body corporate as its proxy, that body corporate will need to ensure that it:

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

A body corporate representative must present satisfactory evidence of his or her appointment prior to the Meeting, unless previously lodged with the share registry of the Company. If such evidence is not received prior to the Meeting, the body corporate (through its representative) will not be permitted to attend the Meeting.

Shareholders should therefore contact the share registry to obtain documentary evidence of the appointment and bring it to the Meeting in person or submit it to Computershare by 10.00am (Melbourne time) on Monday 27 November 2023, unless it has previously been provided.

ATTORNEYS

If a shareholder appoints an attorney to attend and vote at the Meeting on their behalf, the power of attorney (or a certified copy) must be given to Computershare by 10.00am (Melbourne time) on Monday 27 November 2023, unless it has previously been provided.

VOTING EXCLUSIONS

Voting on Item 2

The Company will disregard any votes cast on Item 2:

- a. by or on behalf of a member of the Company's KMP whose remuneration is disclosed in the Company's remuneration report for the year ended 30 June 2023 and their closely related parties, regardless of the capacity in which the vote is cast; and
- b. as a proxy by a member of the Company's KMP at the date of the Meeting and their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 2:

- c. in accordance with a direction in the proxy form; or
- d. by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair of the Meeting thinks fit even though Item 2 is connected with the remuneration of the KMP.

Voting on Item 6

The Company will disregard any votes cast on Item 6:

- a. in favour of the resolution by or on behalf of Dr Ian Kadish or any of his associates, regardless of the capacity in which the vote is cast; and
- b. as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on Item 6 by:

- c. a person as proxy or attorney for a person 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
- d. the Chair of the Meeting as proxy for a person entitled to vote on the resolution, pursuant to an express authorisation to exercise the proxy as the Chair of the Meeting decides; or
- e. 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.

Voting on Item 7

The Company will disregard any votes cast on Item 7:

- a. in favour of the resolution by or on behalf of a person who is eligible to participate in the Company's Equity Incentive Plan and their associates, regardless of the capacity in which the vote is cast; and
- b. as a proxy by a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast on Item 7 by:

- c. a person as proxy or attorney for a person 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
- d. the Chair of the Meeting as proxy for a person entitled to vote on the resolution, in accordance with a direction given to the Chair of the Meeting to vote on the resolution as the Chair of the Meeting decides; or
- e. 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.

IMPORTANT INFORMATION

LODGEMENT OF PROXY APPOINTMENTS

In order to take effect, the proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by Computershare, no later than 10.00am (Melbourne Time) on Monday 27 November 2023. Shareholders can lodge their proxy in the manner outlined below.

Online:

Shareholders may submit their proxy online by visiting www.investorvote.com.au.

To use this option, shareholders will need the Company's control number 133224, their SRN or HIN and postcode. Shareholders will be taken to have signed the proxy form if it is lodged in accordance with the instructions on the website.

A proxy appointed under Power of Attorney or similar authority may be lodged electronically in the same manner, provided the Power of Attorney/authority, or a certified copy thereof, has been physically lodged with Computershare. Computershare will keep a record of the authority under which the appointment was made.

The online proxy facility may not be suitable for some shareholders, including those who wish to appoint two proxies with different voting instructions.

By post:

The proxy's appointment and, if applicable, the authority appointing an attorney, may be sent by post to the Company's Share Registry at the address or fax number set out below:

Integral Diagnostics Limited
C/- Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001

Custodian voting:

For intermediary online subscribers only (Custodians) please submit your voting intentions at www.intermediaryonline.com.

SHAREHOLDER QUESTIONS

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to shareholders at the Meeting to ask questions about, or make comments on, the management of the company and the remuneration report.

Similarly, a reasonable opportunity will also be given to shareholders at the Meeting to ask the Company's auditor, PricewaterhouseCoopers, 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 statements, and the independence of the auditor in relation to the conduct of the audit.

For shareholders attending online, instructions on how to log on to ask questions (orally and in writing) during the Meeting are set out in the Online User Meeting Guide available on the Company's website at www.computershare.com.au/virtualmeetingguide. Please note, only shareholders, proxyholders, attorneys and authorised representatives may ask questions online and only once they have been verified.

Written questions may also be submitted by shareholders in advance of the Meeting, including questions for the Company's auditor PricewaterhouseCoopers. Written questions to the Company's auditor prior to the Meeting must be limited to the content of the Auditor's Report or the conduct of the audit.

Shareholders are encouraged to submit their questions in advance of the Meeting by submitting an online question via investorvote.com.au.

Written questions must be received no later than 5.00pm (Melbourne Time), on Wednesday 22 November 2023.

The Chair of the Meeting will endeavor to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Shareholders are encouraged to submit questions in advance of the Meeting. Please note that individual responses will not be sent to shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared to assist shareholders in understanding the items of business at the forthcoming Annual General Meeting.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Company's Annual Report for 2023 (which includes the Financial Report, the Directors' Report and the Auditor's Report, collectively the **Reports**) will be presented to the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the Reports. However, shareholders will be given a reasonable opportunity to ask questions about and make comments on the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's auditor, PricewaterhouseCoopers, 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 statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit questions in advance of the Meeting in accordance with the instruction on page 08 of this notice.

ITEM 2: REMUNERATION REPORT

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote and discussion at the Meeting when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for KMP of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2023 and can be found on pages 33 to 54 of the Annual Report.

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

Recommendation

The Board unanimously recommends the adoption of the Remuneration Report.

ITEM 3: RE-ELECTION OF MS RAELENE MURPHY AS A DIRECTOR

Raelene Murphy was last elected by shareholders at the 2020 AGM. Raelene retires by rotation in accordance with rule 8 of the Company's constitution and offers herself for re-election at this meeting.

Ms Raelene Murphy (BBus, CA, GAICD) was appointed as an independent Non-Executive Director of the Company on 1 October 2017, and is the Chair of the Audit, Risk and Compliance Committee and a member of the People, Culture and Remuneration Committee and Nomination Committee.

Raelene has over 30 years' experience in strategic, financial and operational leadership in both industry and professional advisory after beginning her career in audit. She was formerly a Partner in a national accounting firm, Managing Director of Korda Mentha and CEO of the Delta Group. In her professional advisory career she specialised in operational and financial restructuring with a particular emphasis on merger and acquisition integration across a range of significant public and private companies.

Raelene is a Fellow of Chartered Accountants Australia and New Zealand and has extensive experience as Chair of Audit and Risk Committees for ASX listed companies.

She is currently a Non- Executive Director of ASX listed TabCorp Limited (ASX:TAH), Elders Limited (ASX:ELD), and Bega Limited (ASX:BGA).

Ms Murphy is considered by the Board to be an independent director.

The Board has reviewed the performance of Ms Murphy and believes that Ms Murphy continues to provide a valuable contribution to the Board. The Board believes Ms Murphy's substantial experience in accounting, finance and merger and acquisition integration, is particularly valuable in her role as Chair of the Audit, Risk & Compliance Committee and to the Board in general.

Recommendation

The Board (with Ms Murphy abstaining) unanimously recommends the re-election of Ms Murphy as a Director of the Company.

EXPLANATORY MEMORANDUM

ITEM 4: ELECTION OF MS INGRID PLAYER AS A DIRECTOR

Ms Ingrid Player was appointed as an Independent Non-Executive Director of the Company on 29 August 2023 after undergoing appropriate background checks. Ms Player offers herself for election at the Meeting in accordance with rule 8.1(c) of the Company's Constitution.

Ms Player (BEc, LLB(Hons), GAICD), is a member of the People, Culture and Remuneration Committee and the Audit, Risk and Compliance Committee.

Ms Player has more than 20 years' experience in the healthcare industry, gained from leadership roles across the private, public and not for profit sectors. In her executive career, Ms Player was Group Executive – Legal, Governance and Sustainability at Healthscope, one of Australia's largest private healthcare providers. As a qualified lawyer, she previously worked in private legal practice in Australia and Europe specialising in corporate law, M&A and capital markets. She brings to the Board extensive experience in leveraging corporate transactions and major capital projects to achieve strategic outcomes, as well as skills in risk management, government relations, sustainability and corporate governance.

Ms Player currently serves as a Non-Executive Director of Cleanaway Waste Management Limited (ASX:CWY), Cogstate Limited (ASX:CGS), Epworth Foundation and HealthShare Victoria.

Ms Player is considered by the Board to be an independent Director.

The Board believes Ms Player's legal, risk management, healthcare and sustainability skills and experience will provide a meaningful contribution to the Board and support her election.

Recommendation

The Board (with Ms Player abstaining) unanimously recommends the election of Ms Player as a Director of the Company.

ITEM 5: ELECTION OF MR TOBY HALL AS A DIRECTOR

Mr Toby Hall was appointed as an Independent Non-Executive Director of the Company on 28 September 2023 after undergoing appropriate background checks. Mr Hall offers himself for election at the Meeting in accordance with rule 8.1(c) of the Company's Constitution. Mr Hall is also as Chair elect, to become the Chair at the conclusion of the 2023 Annual General Meeting, subject to his election.

Mr Hall (MBA, GAICD, CGMA), is a member of the People, Culture and Remuneration Committee, Audit, Risk and Compliance Committee and Nomination Committee.

Mr Hall brings to the Board deep healthcare executive leadership experience in Australia and New Zealand and is an experienced Board and Committee Chair. Mr Hall also has M&A experience and has had extensive involvement in policy development at a Federal level in Australia.

Mr Hall's experience includes Group CEO of St Vincent's Health Australia from 2014 to 2022, the second largest non-government provider of hospital and care services in the country with over 22,000 staff across 46 sites. He has also overseen multi-site, for-profit generating businesses at both board and executive levels in employment services, early learning services and aged care. His experience in M&A includes the acquisition of ABC Childcare from administration, which became Goodstart - Australia's largest early education group, growth of St Vincent's aged care from 700 beds to over 3000 beds and recent M&A work with small private equity owned businesses. Mr Hall started his career as an accountant for an investment bank in London. His policy development experience at a Federal level in Australia includes serving on committees established by Prime Ministers, Deputy Prime Ministers, Health Ministers, Employment and Social Services Ministers.

Mr Hall is currently Chair of Sana Health Group, non-executive Chair of For Purpose Aged Care, non-executive Director of UNICEF Australia, a trustee of Yajilarra (a philanthropic foundation) and advisory board member for Fujitsu Australia and New Zealand.

Mr Hall is considered by the Board to be an independent Director.

The Board believes Mr Hall's deep healthcare leadership, regulatory policy and stakeholder management skills and experience will provide a meaningful contribution to the Board and support his election.

Recommendation

The Board (with Mr Hall abstaining) unanimously recommends the election of Mr Hall as a Director of the Company.

ITEM 6: APPROVAL OF EQUITY GRANTS TO THE MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER UNDER THE COMPANY'S EQUITY INCENTIVE PLAN

Under ASX Listing Rule 10.14.1, a listed company must not issue securities to a director under an employee incentive scheme unless it obtains the approval of its shareholders. The Company is seeking shareholder approval for the grant of performance Rights (referred to as **LTI Rights**) and deferred Rights to Dr Ian Kadish, Managing Director/Chief Executive Officer, as:

1. his long-term incentive (**LTI**) award for the year ended 30 June 2024 (**FY24**) in respect of the LTI Rights as well as for the issue of any shares on vesting of the LTI Rights; and
2. the deferred component of his short-term incentive (**STI**) award for year ended 30 June 2024 in respect of the deferred Rights as well as for the issue of any shares on vesting of the deferred Rights.

Subject to shareholder approval, the LTI Rights and deferred Rights (collectively **the Awards**) will be granted under the Integral Diagnostics Equity Incentive Plan (**Plan**). If shareholder approval is obtained, the LTI Rights will be granted as soon as practical after the Meeting, and in any event, within 12 months and the deferred Rights will be awarded in September 2024. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Dr Kadish.

The number of deferred Rights granted to Dr Kadish will be determined following the determination of his FY24 STI award by the Board after 30 June 2024, but prior to the 2024 Annual General Meeting. For this reason, the Company is seeking shareholder approval to grant the deferred Rights so that Dr Kadish can receive his deferred STI award for FY24 at the same time as other employees of the Company.

a. FY24 LTI Rights

Key terms of the FY24 LTI award

The Company's LTI is designed to align the interests of the Managing Director/Chief Executive Officer with the interests of shareholders by providing him with the opportunity to receive an equity interest in the Company through the granting of LTI Rights. The Company is using performance rights for the LTI Rights grant because they create share price alignment between Dr Kadish and ordinary shareholders but do not provide him with the full benefits of share ownership (such as dividend and voting rights) unless and until the LTI Rights vest.

It is proposed that Dr Kadish be granted 248,970 LTI Rights, which have been determined by dividing Dr Kadish's LTI opportunity (being \$821,600) by the 30 day volume weighted average share price of the Company's shares traded on the ASX over the 30 trading days up to and including 30 June 2023 (being \$3.30), rounded up to the nearest whole number.

As the LTI Rights will form part of Dr Kadish's remuneration, they will be granted at no cost and there will be no amount payable on vesting.

The Company may issue new shares or acquire shares on market to satisfy awards under the Plan. Each LTI Right entitles Dr Kadish to one ordinary share in the Company on vesting. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to vesting, LTI Rights do not entitle Dr Kadish to any dividends or voting rights.

Performance conditions

Dr Kadish's LTI Rights will vest subject to the satisfaction of the following performance conditions, each to be weighted as set out below:

- aggregate earnings per share (**EPS**) performance condition (50% weighting);
- relative total shareholder return (**TSR**) (25% weighting); and
- average return on invested capital (**ROIC**) (25% weighting).

Each of these performance conditions will be separately assessed over the period 1 July 2023 to 30 June 2026 (**Performance Period**).

Aggregate EPS performance condition

The EPS hurdle applies to 124,485 LTI Rights, being 50% of Dr Kadish's award (rounded up to the nearest whole number).

The aggregate EPS performance condition will be measured by reference to the cumulative Company EPS over a period of 3 financial years, commencing on 1 July 2023 and ending on 30 June 2026.

EPS measures the earnings generated by the Company attributable to each share on issue on a fully diluted basis.

Calculation of EPS and achievement against this performance condition will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board consider appropriate).

The percentage of LTI Rights subject to the EPS performance condition that will be eligible for vesting (if any) will be determined as follows:

Aggregate EPS (cents per share) over the performance period	% of LTI Rights that vest in the aggregate EPS tranche
Less than 35cps.	Nil
Equal to 35cps.	20%
Between 35 and 45cps	Straight line pro rata vesting between 20% and 100%
Equal to, or above, 45cps.	100%

EXPLANATORY MEMORANDUM

Relative TSR performance condition

The Relative TSR hurdle applies to 62,242 LTI Rights, being 25% of Dr Kadish's LTI Award (rounded down to the nearest whole number).

TSR measures the growth in the Company's share price together with the value of any cash dividends and any other shareholder benefits paid during the Performance Period (and assuming those dividends and other shareholder benefits were reinvested in additional shares in the Company).

Relative TSR provides a direct link between executive remuneration and shareholder return relative to the Company's peers. In respect of the LTI Rights, the Company has determined that the relevant peer group to measure the Company's TSR against is the S&P ASX300 Accumulation Index, excluding Banks¹ and Resource companies.

Relative TSR will be measured over the three-year Performance Period.

The percentage of Dr Kadish's LTI Rights subject to the Relative TSR performance condition that will be eligible for Vesting (if any) will be determined as follows:

Relative TSR over 3 years	% of LTI Rights that vest in the relative TSR tranche
Below the 51st percentile	Nil
51st percentile	50%
Greater than 51st and less than 75th percentile	Straight line pro rata Vesting between 50% and 100%
75th percentile and above	100%

Average ROIC performance condition

The ROIC hurdle applies to 62,243 LTI Rights, being 25% of Dr Kadish's LTI Award (rounded up to the nearest whole number).

The ROIC hurdle is based on internal targets related to return on invested capital. ROIC has been chosen as a performance condition as the Board believes that a primary focus in coming years should be improvement in the return from the substantial investments the Company has made into its business.

ROIC is calculated as earnings before interest and tax (EBIT) divided by invested capital. Invested capital is defined as net debt, plus lease liabilities plus contributed share capital.

The Board will set a ROIC target range at the start of the Performance Period, taking into account the market conditions and company-specific factors at the time. At the end of the Performance Period, actual average ROIC will be calculated by taking the total of the actual ROIC achieved for each year of the Performance Period, divided by three. Measurement of the average actual ROIC would exclude any significant one-off events, and the initial impact of business development initiatives, as approved by the Board.

The percentage of Dr Kadish's LTI Rights, subject to the Average ROIC performance condition that will be eligible for Vesting (if any) will be determined as follows:

Average ROIC over 3 years	% of LTI Rights that vest in the average ROIC tranche
Less than 8.5% Average ROIC	Nil
Equal to 8.5% Average ROIC	20%
Greater than 8.5% Average ROIC and less than 11% Average ROIC	Straight line pro rata vesting between 20% and 100%
11% of Average ROIC or greater	100%

Testing of the performance conditions

The Performance Period will run from 1 July 2023 to 30 June 2026, following which the performance conditions will be tested.

The Board believes that a three-year performance condition will incentivise Dr Kadish to improve performance over the Performance Period. Calculation of each of the performance conditions and outcomes will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

The performance conditions will be tested after the end of the Performance Period. The number of LTI Rights that vest (if any) will be determined by the Board following completion of testing. Any remaining portion of the LTI Rights that do not Vest will lapse. Lapsed LTI Rights will not be subject to retesting.

If the performance conditions are determined to be satisfied, the LTI Rights will vest by reference to the vesting schedules above and the LTI Rights will automatically vest. No price is payable by Dr Kadish on vesting.

b. Deferred Rights

Key terms of the FY24 STI award

The aim of the Company's STI Award is to help drive performance within the Company by providing a STI to reward executives for the achievement of company performance goals for the financial year.

Under the terms of the FY24 STI Award, the final award amount will be delivered to participants 50% in cash (in or around September 2024) and 50% will be deferred into equity (**Rights**) for a further period, until the day following the release of the Company's FY25 results.

Each deferred Right will comprise an entitlement to one fully paid ordinary Share in Integral Diagnostics Limited, subject to a service condition and clawback. Before the awards vest, these Rights do not carry entitlements to ordinary dividends or other shareholder rights. The Company uses deferred Rights

¹ Banks are defined as entities included in the official S&P /ASX 300 Banks Index including NAB, Virgin Money Ltd, Judo Capital Holdings Ltd, CBA, ANZ, Westpac, BOQ, Bendigo & Adelaide Bank Ltd and MyState Ltd

because they create share price alignment between Dr Kadish and ordinary shareholders and are contingent on Dr Kadish's ongoing employment with the Company.

Dr Kadish's entitlement under the FY24 STI offer will be determined by taking into account performance against financial, strategic and sustainability measures over the period 1 July 2023 to 30 June 2024 (**Performance Period**). The number of Rights to be granted will be calculated on the basis of the volume weighted average price of the Company's Shares over the 30 trading days prior to 30 June 2024. No amount is payable by Dr Kadish to take up the deferred Rights.

The maximum potential STI opportunity for Dr Kadish is \$410,800, being 50% of Dr Kadish's total fixed remuneration for FY24. His FY24 STI Award outcome will be determined on a pro-rata basis, reflecting his performance in FY24.

Details of Dr Kadish's STI outcomes and performance metrics, including his performance against the financial, strategic and sustainability measures will be disclosed in the FY24 Remuneration Report.

The final determination of the amount of Dr Kadish's STI Award will be determined no later than September 2024 at the absolute and sole discretion of the Board, whose determination is final, conclusive and binding and not subject to any review or legal challenge.

The maximum value of the deferred component of Dr Kadish's FY24 STI can be calculated as follows:

Dr Kadish's maximum STI opportunity

2

The vesting of Rights is subject to Dr Kadish's continued employment by the Company for the period ending on the day after the date of the FY25 results announcement to the ASX. It is intended that the deferred Rights will be granted in September 2024 and will vest into Shares in August 2025. On vesting, Dr Kadish will receive an ordinary Share in IDX for each vested Right.

Other key terms of the Plan

Cessation of employment

Where employment is terminated for cause or ceases due to resignation (other than for death, permanent disability, serious illness or retirement), all unvested LTI Rights and deferred Rights will automatically lapse and no STI award will be payable, unless the Board determines otherwise.

If Dr Kadish ceases employment for any other reason, all of his unvested LTI Rights and deferred Rights will remain on foot and be subject to the original performance condition, as if he had not ceased employment, unless the Board determines otherwise.

Change of control

Where there is likely to be a change of control in the Company, the Board has the discretion to accelerate vesting of some

or all of the Awards (but, in the case of LTI Rights, not less than a pro-rata portion, calculated based on the portion of the performance period that has elapsed and tested based on performance against the performance conditions to that date). Where only some of the Awards are vested on a likely change of control, the remainder of the Awards will immediately lapse.

If a change of control occurs before the Board exercises its discretion, a pro-rata portion of the Awards (equal to the portion of the relevant performance period that has elapsed up to the change of control) will vest. The Board retains discretion to determine whether the remaining unvested Awards will vest or lapse.

Clawback

The Board has broad "clawback" powers to determine that Awards lapse, any shares allocated are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of gross misconduct or as a result of fraud, dishonesty or breach of duties or obligations of any other person).

Restrictions on dealing (LTI Awards only)

Dr Kadish may elect to impose a trading restriction period beyond vesting of his LTI Rights. This will have the effect of deferring the taxing point on any shares received by him. Dr Kadish may nominate one of following four dates for the restriction period to end (unless he ceases employment with the Group earlier):

- 1 July 2027 (one year), or
- 1 July 2029 (three years), or
- 1 July 2031 (five years); or
- 1 July 2034 (eight years).

During the restriction period, the shares will be subject to a holding lock or held in an employee share trust. Dr Kadish will be entitled to receive dividends on the shares and to vote in respect of those shares. Once the restriction period ends, Dr Kadish will be free to deal with the shares, subject to the Company's Securities Dealing Policy. If Dr Kadish ceases employment before the end of the restriction period, any restrictions will cease.

If Dr Kadish does not elect to impose a trading restriction period, no restriction period will apply and he will be free to deal in shares allocated to him on vesting of the LTI Rights, subject to the requirements of the Company's Securities Dealing Policy.

Other terms of the Plan

Under the Plan, the Board may amend or waive any terms or conditions in relation to Incentive Securities, subject to the ASX Listing Rules. Also, subject to the ASX Listing Rules, the Board may make such adjustments to the terms of the Awards awarded under the Plan as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to Dr Kadish resulting from a corporate action or capital reconstruction, including any return of capital. The Remuneration Report in the Company's Annual Report for the

EXPLANATORY MEMORANDUM

financial year ended 30 June 2023 contains further details about the Plan.

Additional information provided in accordance with the ASX Listing Rules

- Dr Kadish's current total remuneration package is:

Remuneration Type	Details
Total Fixed Remuneration [(including superannuation)] (TFR)	AUD\$821,600
Short term incentive	50% of TFR at target, being AUD\$410,800
Long Term Incentive	100% of TFR on a face value basis, being AUD\$821,600

- 1,381,735 LTI Rights and 26,035 deferred Rights have been issued to Dr Kadish under the Plan (at no cost) in respect of prior year long and short term incentives.
- Dr Kadish is the only Director entitled to participate in, and receive LTI Rights and deferred Rights under the Plan.
- No loan will be made by the Company in relation to the acquisition of the Awards or allocation to Dr Kadish of any shares on vesting of those Rights.
- Details of any Rights or shares 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 the resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.
- Voting exclusions apply to this item of business. See page 07.

Recommendation

The Board (with Dr Ian Kadish abstaining) unanimously recommends that shareholders approve the grants of the Awards to Dr Ian Kadish in relation the Company's Equity Incentive Plan.

ITEM 7: APPROVAL OF ISSUE OF SECURITIES UNDER THE COMPANY'S EQUITY INCENTIVE PLAN

In 2017, the Company established the Equity Incentive Plan (Plan) and at the 2017 AGM held on 22 November 2017 shareholders approved the issue of securities under the Plan for a period of three years. At the 2020 AGM held on 30 October 2020, shareholders approved renewal of the Company's ability to issue securities under the Plan for a further 3 years.

The Plan is designed to align the interests of eligible employees with the interests of shareholders by providing the opportunity for participants in the Plan to receive an equity interest in the

Company through the granting of incentive securities subject to the satisfaction of conditions and the terms of the Plan.

Shareholder approval for the issue of any securities under the Plan is being sought so that the securities granted or issued by the Company under the Plan do not count towards the Company's 15% annual limit on issuing securities without shareholder approval for the next 3 years.

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining shareholder approval (unless an exception applies).

ASX Listing Rule 7.2, Exception 13, provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Approval is being sought for a further 3 years, at which time it must be renewed, or it will expire. If this resolution is not passed, issues of securities under the Plan may still be made but must fall within the 15% placement capacity at the time of issue. The last approval of the issue of securities under the Plan was on 30 October 2020.

The terms and conditions of the Plan are summarised as follows:

Offers under the Plan and eligibility

Under the Plan, the Board may invite eligible employees (being an employee of the Integral Diagnostics Group (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of incentive securities under the Plan) to participate in a grant of incentive securities, which may comprise restricted shares, performance rights and/or options (**Incentive Securities**). Offers will be made to eligible employees on the terms set out in the Plan and on any additional terms as the Board determines.

Vesting and exercise

Restricted shares, options and/or performance rights granted under the Plan will vest, and in the case of options, become exercisable, where any performance condition and any other relevant conditions advised to the participant by the Board have been satisfied.

On vesting of a performance right or following the exercise of an option (as the case may be), the Board will allocate the number of shares in respect of which the performance rights have vested, or the options have been exercised. Any shares issued under the Plan will rank equally in all respects with other shares on issue at that time (except as regards to any rights attaching to such shares by reference to a record date prior to the date of their issue). The Board has discretion to determine that the Vesting of a right or an option will be satisfied by the Company making a cash payment in lieu of an allocation

of shares for the equivalent value of the performance right or option.

Cessation of employment

Where a participant ceases to be an employee of the Group, the Board may determine (in its absolute discretion) that some or all of a participant's unvested Incentive Securities lapse, vest, are forfeited, are exercisable for a prescribed period (if applicable), or are no longer subject to some of the restrictions that previously applied. Alternatively, the Board may specify in any offer to the participant how the participant's Incentive Securities are to be treated on cessation of employment.

Change of control

In the event of a takeover bid, transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change of control of the Company, the Board may, in its absolute discretion, determine that all or a specified number of a participant's Incentive Securities vest or cease to be subject to restrictions (as applicable).

In the event of an actual change in the control of the Company then, unless the Board determines otherwise, a pro rata portion of all unvested Incentive Securities will immediately vest or cease to be subject to restrictions (as applicable) based on the portion of the vesting period that has elapsed.

If only some of a participant's unvested Incentive Securities will vest in the above instances, all Incentive Securities that remain unvested will lapse, unless the Board determines a different treatment.

Alternatively, the Board may specify in any offer to the participant how the participant's Incentive Securities are to be treated on a change of control of the Company.

Corporate actions/reconstructions

In accordance with the terms of the Plan, prior to the allocation of shares to a participant upon vesting of performance rights or exercise of options (as the case may be), the Board may make any adjustments it considers appropriate to the terms of a performance right and/or option granted to a participant in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action or capital reconstruction.

Dealings in Incentive Securities

Subject to the Company's Securities Dealing Policy, any dealing in respect of an Incentive Security is prohibited unless the Board determines otherwise or the dealing is required by law.

Clawback

If, in the opinion of the Board, a participant's Incentive Securities vest or may vest as a result of the fraud, dishonesty or breach of duties or obligations of any other person, the Board may determine that Incentive Securities held on behalf of the

participant will lapse or be forfeited, and/or that the participant must pay or repay as a debt proceeds from shares allocated to the participant under the Plan.

Administration of the Plan

The Plan is administered by the Board which has the power to determine appropriate procedures for administration of the Plan including to implement an employee share trust for the purposes of delivering and holding shares on behalf of participants upon the grant or exercise of Incentive Securities (as applicable), and may delegate their power arising under the Plan.

Other Information

The following Incentive Securities have been granted to eligible employees under the Plan since the last approval of the issue of securities under Plan (for the purpose of ASX Listing Rule 7.2) in October 2020:

Performance Rights¹

Year	Rights Granted
2020	396,065
2021	274,703
2022	781,131
2023	150,427
Total	1,602,326

Options

Year	Options Granted
2021	96,758
2022	62,954
2023	0
Total	159,712

The maximum number of Incentive Securities of Performance Rights and Options proposed to be issued under the plan following shareholder approval is:

Performance Rights: 3,000,000

Options: 1,000,000

Voting exclusions apply to this item of business. See page 07.

Recommendation

The Board (with Dr Kadish abstaining given he is a participant in the Plan) unanimously recommends that shareholders approve the issue of securities under the Company's Plan.

¹ Includes LTI Rights (issued as a LTI Incentive) and deferred Rights (issued as a STI incentive)

EXPLANATORY MEMORANDUM

ITEM 8: REINSERTION OF THE PROPORTIONAL TAKEOVER APPROVAL PROVISIONS IN THE CONSTITUTION

The Corporations Act permits a company to include in its constitution provisions that prohibit the registration of transfers of shares acquired under a proportional or partial takeover bid unless a resolution is passed by shareholders approving the bid. In effect, the approval of Item 8 will enable the Company to refuse to register shares acquired under a proportional takeover bid unless that bid is approved by a majority of shareholders.

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of 3 years from adoption or renewal as appropriate unless otherwise specified. When the provisions cease to apply the Company's constitution is modified by omitting the provisions. A company may adopt its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders). The Company's constitution (including the proportional takeover provisions set out in rule 6) was adopted on 30 October 2020. Accordingly, the proportional takeover provisions included in the Constitution will cease to apply after 30 October 2023. The Company has not renewed the proportional takeover provisions within the required period and as such the proportional takeover provisions are being reinserted. The provisions, which are contained in rule 6 of the Constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Item 8 is a special resolution which will enable the Company to modify its Constitution by adopting rule 6 for a period of 3 years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of rule 6. The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect

A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

This means that control of the company may pass without shareholders having the chance to sell all their shares to the bidder and the bidder may take control of the company without paying an adequate amount for gaining control.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made shareholders must vote on whether to accept or reject the

proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle and it may ensure that any partial offer is appropriately priced.

The provisions set out in the Company's Constitution state that, in the event of a proportional takeover bid being made, the Directors must hold a meeting of the shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve the proportional takeover bid. A resolution approving the bid must be voted on by the 14th day before the last day of the bid period, during which the offers under the proportional takeover bid remain open, or a later day allowed by the Australian Securities and Investments Commission. The resolution will be passed if more than 50% of votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period, the resolution will be deemed to have been approved. This effectively means that shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of IDX shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. If no resolution is voted on by the deadline, the bid is taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids. The renewed provisions will expire after three years, unless again renewed by shareholders by a special resolution. Similar provisions are commonly found in the constitutions of publicly-listed companies on the ASX and are regularly renewed.

Reasons for proposing the resolution

Part 6.5 Subdivision 5C of the Corporations Act permits the inclusion and renewal of proportional takeover provisions in the Constitution.

The Directors consider that shareholders should continue to have the opportunity to vote on a proposed proportional takeover bid.

If the proportional takeover approval provision is not in the Constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority

in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. The proportional takeover approval provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of any acquisition proposals

At the date of this notice, no Director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover provisions

While proportional takeover approval provisions have been in effect under the Company's Constitution, an unsuccessful off-market takeover bid was made for the Company in November 2017. This takeover bid did not activate the proportional takeover provisions available in the Constitution as they were not relevant to the bid. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the existing proportional takeover approval provisions (that is, rule 6 of the existing Constitution) for the Directors and shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by rule 6.

Potential advantages and disadvantages

The Directors of the Company consider that the proposed re-insertion of the proportional takeover provisions has no potential advantages or disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist shareholders to avoid being locked in as a minority;
- the bargaining power of shareholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

Some potential disadvantages of the proportional takeover provisions for shareholders of the Company are:

- the provisions are a hurdle to, and may discourage, the making of proportional takeover bids in respect of the Company;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

Recommendation

The Board unanimously recommends the existing proportional takeover provisions in the form set out in rule 6 of the Company's Constitution be reinserted into the Constitution of the Company.



Integral Diagnostics Limited
ABN 55 130 832 816

IDX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Melbourne Time) Monday 27 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

CORPORATE REPRESENTATIVE

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

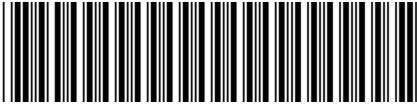


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Integral Diagnostics Limited hereby appoint

☐ the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Integral Diagnostics Limited to be held at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, Vic 3000 and online on Wednesday 29 November 2023 at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 2, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 2, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an 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.

	For	Against	Abstain
Item 2 Remuneration Report	☐	☐	☐
Item 3 Re-election of Ms Raelene Murphy as a Director	☐	☐	☐
Item 4 Election of Ms Ingrid Player as a Director	☐	☐	☐
Item 5 Election of Mr Toby Hall as a Director	☐	☐	☐
Item 6 Approval of Equity Grants to the Managing Director/Chief Executive Officer under the Company's Equity Incentive Plan	☐	☐	☐
Item 7 Approval of Issue of Securities under the Company's Equity Incentive Plans	☐	☐	☐
Item 8 Reinsertion of the Proportional Takeover Approval Provisions in the Constitution	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			
Mobile Number	Email Address	By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically	

IDX

302298A



Computershare



ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

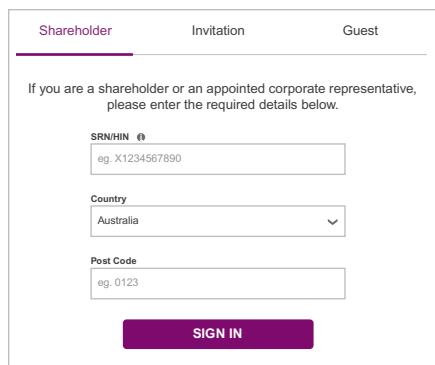
Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

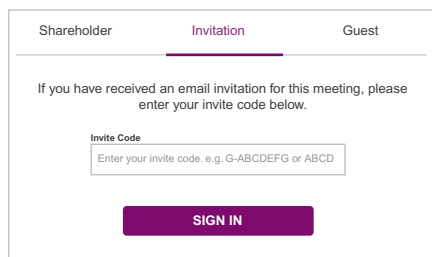
Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.



The screenshot shows the 'Shareholder' tab selected. It contains a text input for 'SRN/HIN' with the example 'X1234567890', a dropdown for 'Country' set to 'Australia', and a text input for 'Post Code' with the example '0123'. A purple 'SIGN IN' button is at the bottom.

or To register as a proxyholder

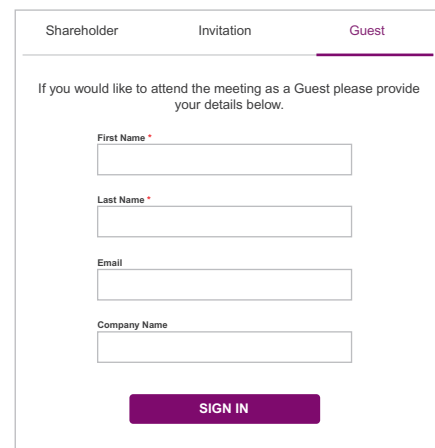
To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.



The screenshot shows the 'Invitation' tab selected. It contains a text input for 'Invite Code' with the example 'G-ABCDEFGH or ABCD'. A purple 'SIGN IN' button is at the bottom.

or To register as a guest

Select 'Guest' and enter your details.

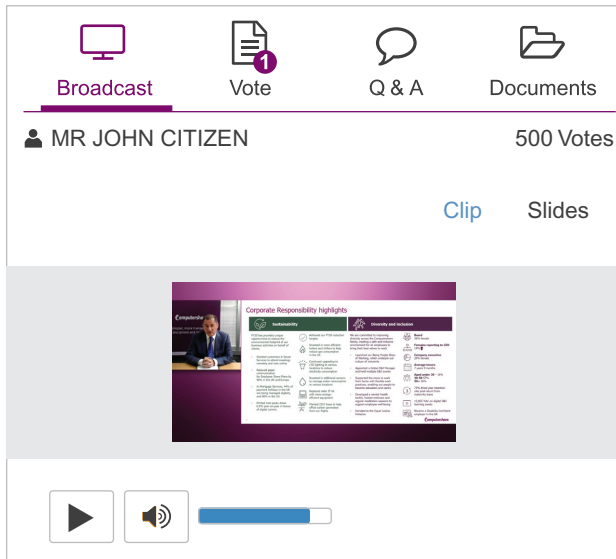


The screenshot shows the 'Guest' tab selected. It contains text inputs for 'First Name', 'Last Name', 'Email', and 'Company Name'. A note says 'If you would like to attend the meeting as a Guest please provide your details below.' A purple 'SIGN IN' button is at the bottom.



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

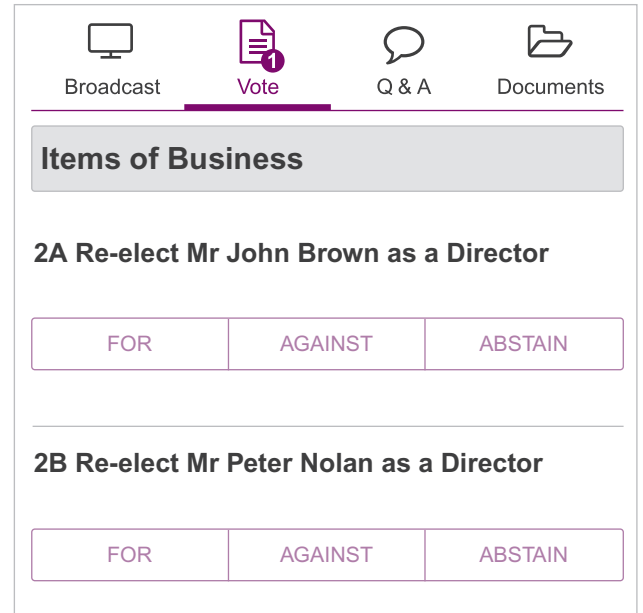


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

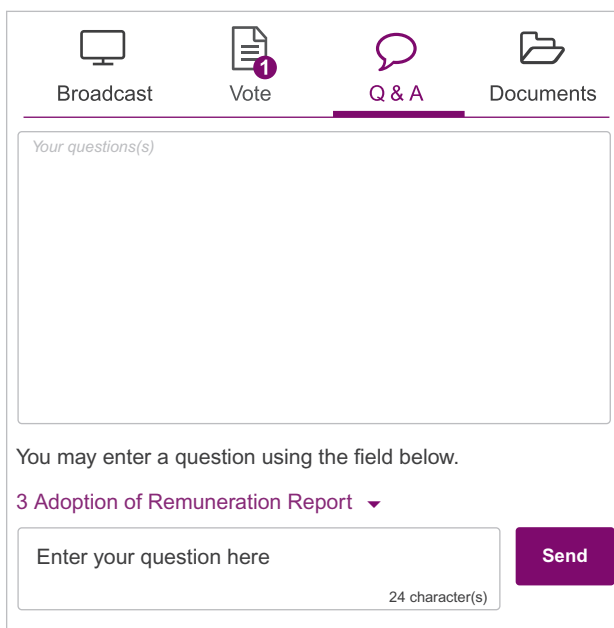
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

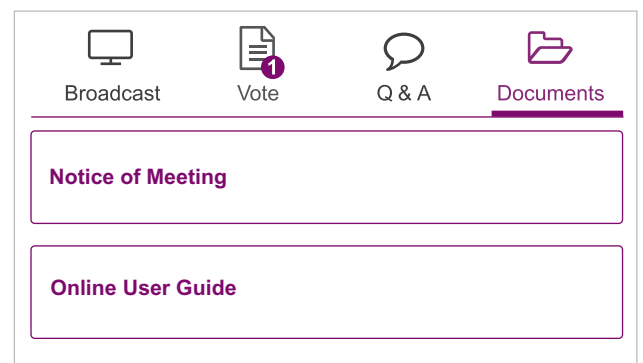
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.