



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

2024 Notice of Annual General Meeting

30 September 2024, Melbourne

Integral Diagnostics Limited (ASX: IDX) will hold its 2024 Annual General Meeting on Friday, 1 November 2024 at 10:00am (Melbourne Time).

Shareholders are able to participate in the AGM in person or online:

In person: At the offices of Herbert Smith Freehills, Level 24, 80 Collins St, Melbourne VIC 3000.

Online: Computershare Meeting Platform at <https://meetnow.global/MCVPX9Y> using the instructions set out in the Notice of Annual General Meeting.

In accordance with ASX Listing Rule 3.17.1, the following documents are attached:

- Notice and Access Letter;
- Notice of Annual General Meeting;
- Proxy Voting Form; and
- Online Meeting Guide.

For further details contact

Integral Diagnostics

John Merity

Company Secretary

Tel: +0418 817 255

Email: jmerity@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 Friday, 1 November 2024 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) Wednesday, 30 October 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MCVPX9Y>

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.

2024

Notice of Annual General Meeting



INVITATION TO SHAREHOLDERS FROM THE CHAIR OF INTEGRAL DIAGNOSTICS

30 September 2024

Dear Fellow Shareholder,

I am pleased to invite you to IDX's 2024 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 04 of this Notice of Meeting.

If you choose to attend in person, this year's meeting will be held at 10.00am (Melbourne time) on Friday, 1 November 2024 at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, Victoria.

Enclosed information

We have included in this Notice of Meeting:

- Items of Business (page 03)
- Important Information regarding the meeting (page 04)
- Explanatory Memorandum (page 08)
- 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 10.00am (Melbourne time) on Wednesday, 30 October 2024. Further details on how to submit your proxy form are set out in the Notice of Meeting on page 05 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 our share registrar, Computershare on one of the methods outlined on our website at 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 9.00am (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.



Toby Hall

Chair

ITEMS OF BUSINESS

Notice is hereby given that the 2024 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 Friday, 1 November 2024, commencing at 10.00am (Melbourne time) at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, Victoria and online at <https://meetnow.global/MCVPX9Y>

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 2024.

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 2024 be adopted."

Note: Voting exclusions apply to this item of business. Please see page 06 for further details.

This resolution is advisory only and does not bind the Directors or the Company.

3. RE-ELECTION OF MR ANDREW FAY AS A DIRECTOR

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

"That, Mr Andrew Fay, who retires by rotation and being eligible, be re-elected as a Director of the Company."

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

4. 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 2025; and**
- b. **Rights to Dr Ian Kadish as the deferred component of his short-term incentive grant for the year ended 30 June 2025,**

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 06 for further details.

5. INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION POOL

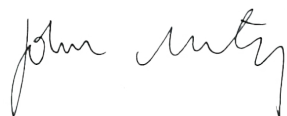
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.17 and clause 8.3(a) of the Company's Constitution, the aggregate amount of remuneration that may be paid in any financial year commencing on or after 1 July 2024 to the Company's Non-executive Directors be increased by \$300,000 from \$1,000,000 to \$1,300,000."

Note: Voting exclusions apply to this item of business. Please see page 06 for further details.

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

By order of the Board



John Merity
Company Secretary
30 September 2024

IMPORTANT INFORMATION

ANNUAL REPORT

The Company's 2024 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 Wednesday, 30 October 2024. 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 Friday, 1 November 2024.

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 at <https://meetnow.global/MCVPX9Y> 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 the Company's share registrar, 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.
- 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 Wednesday, 30 October 2024 to ensure that their votes are counted.

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 Wednesday, 30 October 2024.

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

All the resolutions the subject of this meeting 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).

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, 4 and 5 which affect proxy voting. In particular, the Company's key management personnel (**KMP**) and their closely related parties will not be able to vote as your proxy on resolutions 2, 4 and 5 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, 4 and 5.

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, 4 and 5 by validly submitting your proxy form, you will be expressly authorising the Chair of the Meeting to cast your vote on resolutions 2, 4 and 5 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 it 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.

Body corporate representatives should lodge satisfactory evidence of his or her appointment with Computershare no later than 48 hours prior to the AGM, unless it has been previously given to the Company.

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 Wednesday, 30 October 2024, unless it has previously been provided to the Company.

IMPORTANT INFORMATION

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 2024 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 or 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 4

The Company will disregard any votes cast on Item 4:

- 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 4 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 5

The Company will disregard any votes cast on Item 5:

- a. in favour of the resolution by or on behalf of a Director of the Company or any of 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 5 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.

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 Wednesday, 30 October 2024. 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 134107, 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 Computershare 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 Computershare'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. Written questions to the Company's auditor prior to the Meeting must be limited 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 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 Friday, 25 October 2024.

The Chair of the Meeting will endeavour 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. 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 2024 Annual General Meeting.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Company's Annual Report for 2024 (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 07 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 Directors and KMP of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2024 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 MR ANDREW FAY AS A DIRECTOR

Mr Andrew Fay was last elected by shareholders at the 2022 AGM. Andrew retires by rotation in accordance with clause 8.1 of the Company's Constitution and offers himself for re-election at this meeting.

Mr Andrew Fay (BAGec (Hons), A Fin) was appointed as an independent Non-Executive Director of IDX on 18 July 2022.

Andrew brings to the Board over 30 years' experience in funds and investment management, including Chief Executive Officer and Chief Investment Officer roles at Deutsche Asset Management (Australia) Limited. He also held a number of other senior investment roles at Deutsche Asset Management and previously at AMP Capital. From 1998 to 2006, he was a member of the Investment Board Committee of the Financial Services Council.

Andrew is an experienced company director across ASX listed, private and regulated entities and accordingly brings to the IDX Board skills in financial and risk management, capital markets, executive remuneration frameworks, strategy, investment and corporate governance. Specifically, he has sector experience and expertise in financial services, including investment, funds, property and infrastructure management.

He is currently Chair of Growthpoint Properties Australia (ASX: GOZ), a Non-Executive Director of National Cardiac Pty Ltd and Utilities of Australia Pty Ltd (Trustee of Utilities Trust of Australia) and advises Microbiogen Pty Ltd in the area of corporate development.

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

The Board believes Fay's substantial experience in accounting, finance and merger and acquisition integration is particularly valuable. Mr Fay is the Chair of the People, Culture and Remuneration Committee.

Recommendation

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

ITEM 4: 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 (referred to as **STI Rights**) to Dr Ian Kadish, the Company's Managing Director/Chief Executive Officer, as:

1. his long-term incentive (**LTI**) award for the year ended 30 June 2025 (**FY25**) 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 FY25 in respect of the STI Rights as well as for the issue of any shares on vesting of the STI Rights.

Subject to shareholder approval, the LTI Rights and STI 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 STI Rights may be awarded in September 2025. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Dr Kadish.

The number of STI Rights granted to Dr Kadish will be determined following the determination of his FY25 STI award by the Board after 30 June 2025, but prior to the 2025 Annual General Meeting. For this reason, the Company is seeking shareholder approval to grant the deferred Rights so that Dr Kadish can receive his STI award for FY25 at the same time as other employees of the Company.

a. FY25 LTI Rights

Key terms of the FY25 LTI award

The Company's LTI plan is designed to align the interests of Dr Kadish 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 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 327,566 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 2024 (being \$2.51), 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 2024 to 30 June 2027 (**LTI Performance Period**).

Aggregate EPS performance condition

The EPS hurdle applies to 163,783 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 the LTI Performance Period.

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 81,891 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 LTI 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 LTI 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 Average ROIC hurdle applies to 81,892 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 LTI 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 LTI 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 conditions will be tested at the end of the LTI Performance Period.

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 LTI 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. STI Rights

Key terms of the FY25 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 FY25 STI Award, the final award amount will be delivered to participants 50% in cash (in or around September 2025) and 50% will be deferred into equity (**STI Rights**) for a further period, until the trading day following the release of the Company's FY26 results.

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

Each STI Right will comprise an entitlement to one fully paid ordinary share in the Company, subject to a service condition and clawback. Before the STI awards vest, these Rights do not carry entitlements to dividends or other shareholder rights. The Company uses STI Rights because they create share price alignment between Dr Kadish and shareholders and are contingent on Dr Kadish's ongoing employment with the Company.

Dr Kadish's entitlement under the FY25 STI offer will be determined by taking into account performance against financial, strategic and sustainability measures over the period 1 July 2024 to 30 June 2025 (**STI Performance Period**). The number of STI 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 2025. No amount is payable by Dr Kadish to take up the STI Rights.

The maximum potential STI opportunity for Dr Kadish is \$410,800, being 50% of Dr Kadish's total fixed remuneration for FY25. His FY25 STI Award outcome will be determined on a pro-rata basis, reflecting his performance in FY25.

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 FY25 Remuneration Report.

The final determination of the amount of Dr Kadish's STI Award will be determined no later than September 2025 at the absolute and sole discretion of the Board.

The maximum value of the deferred component of Dr Kadish's FY25 STI can be calculated as follows:

Dr Kadish's maximum STI opportunity

2

The vesting of STI Rights is subject to Dr Kadish's continued employment by the Company for the period ending on the trading day after the date of the FY26 results announcement to the ASX. It is intended that the STI Rights will be granted in September 2025 and may vest into shares in August 2026. On vesting, Dr Kadish will receive one ordinary share in IDX for each vested STI 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 STI Rights will automatically lapse and no cash 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 LTI Performance Period that has elapsed and tested based on performance against the LTI 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 Rights 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 2028 (one year), or
- 1 July 2030 (three years), or
- 1 July 2032 (five years); or
- 1 July 2035 (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

EXPLANATORY MEMORANDUM

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 financial year ended 30 June 2024 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)	\$821,600
Short term incentive	50% of TFR at target, being \$410,800
Long Term Incentive	100% of TFR on a face value basis, being \$821,600

- 1,630,705 LTI Rights and 26,035 STI Rights have been issued to Dr Kadish under the Plan (at no cost) in respect of prior year long and short term incentives, of which 1,047,127 LTI Rights have lapsed.
- Dr Kadish is the only Director entitled to participate in, and receive LTI Rights and STI 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 LTI and STI Rights.
- Details of any LTI or STI 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 06.

Recommendation

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

ITEM 5: INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION POOL

ASX Listing Rule 10.17 provides that a listed company must not increase the total aggregate amount of directors' fees payable to all of its Non-executive Directors without shareholder approval. Clause 8.3(a) of the Company's Constitution also provides that the amount of remuneration of the Directors for their services as

directors must not exceed in any financial year the amount fixed by the Company in general meeting.

It is proposed to increase the maximum total annual remuneration pool of the Non-executive Directors by \$300,000, from \$1,000,000 to \$1,300,000 per annum. The current remuneration pool was set in 2015. The Board currently consists of four Non-executive Directors and one Executive Director, Dr Kadish. Dr Ian Kadish does not receive Directors' fees.

The Board is seeking shareholder approval under clause 8.3(a) of the Company's Constitution and under ASX Listing Rule 10.17 to increase the current remuneration pool cap for the following reasons:

- on 18 July 2024, the Company announced a proposed merger with ASX-listed Capitol Health Limited (**Capitol**). Under the terms of the agreed merger, two Non-executive Directors from the Capitol board will join the IDX Board if the merger completes;
- an increase of the remuneration pool will ensure the pool can accommodate the payment of fees to any additional Non-executive Directors who may be appointed in the future;
- to enable the company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high calibre individuals as Non-executive Directors; and
- to provide for Non-executive Directors' fees to grow in the future to reflect market trends in the longer term.

The fees payable to Non-executive Directors are reviewed annually by the People, Culture and Remuneration Committee. Details of the remuneration of each Non-executive Director are set out in the Remuneration Report. The Company does not pay retirement benefits to Non-executive Directors other than superannuation.

Although an increase in the Non-executive Director remuneration pool is being sought, it does not imply that the full amount will be used. The remuneration pool is a maximum annual limit and does not indicate that fees will necessarily be increased up to that limit

No securities have been issued to Non-executive Directors under ASX Listing Rules 10.11 and 10.14 in the last three years.

If Item 5 is approved by shareholders, the remuneration pool will increase to \$1,300,000. If Item 5 is not approved, the remuneration pool will remain at \$1,000,000 and the Board will not have the flexibility described above and any future Non-executive Directors appointments and fees will need to be assessed within the current remuneration limits.

Recommendation

Noting the Board's interest in the resolution, the Board unanimously recommends that shareholders vote in favour of the Non-executive Director remuneration pool increase.

The Chairman of the AGM intends to vote all available proxies in favour of item 5.



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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Melbourne Time) Wednesday, 30 October 2024.**

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

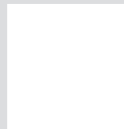
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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: 184107
SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 Friday, 1 November 2024 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, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4 and 5 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, 4 and 5 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 Mr Andrew Fay as a Director	☐	☐	☐
Item 4 Approval of Equity Grants to the Managing Director/CEO under the Company's Equity Incentive Plan	☐	☐	☐
Item 5 Increase in Non-Executive Director Remuneration Pool	☐	☐	☐

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

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

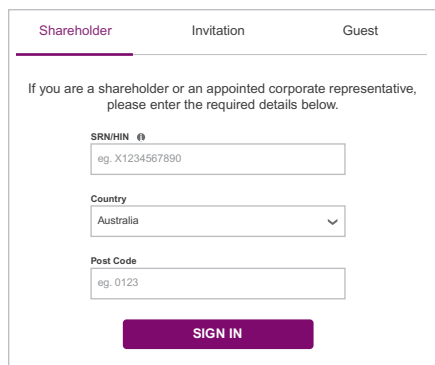
Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

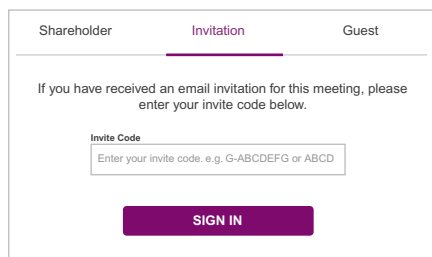
Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.



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

or To register as a proxyholder

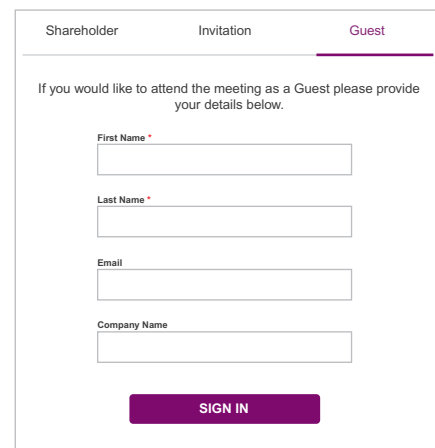
To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.



The screenshot shows the 'Invitation' tab selected. It contains a text box 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

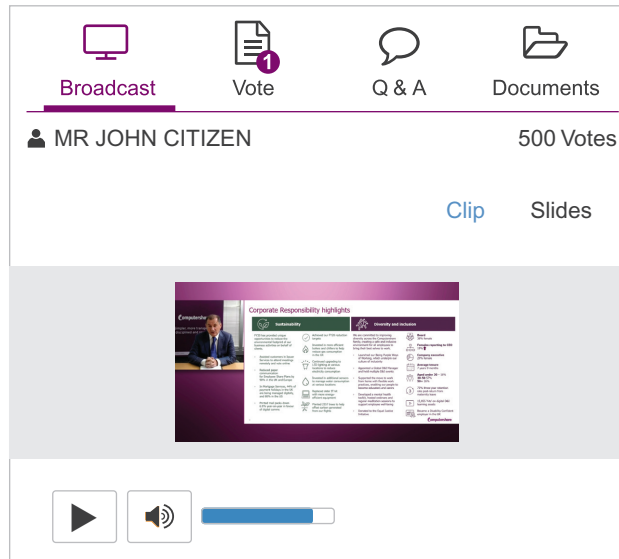
Select 'Guest' and enter your details.



The screenshot shows the 'Guest' tab selected. It contains text boxes for 'First Name', 'Last Name', 'Email', and 'Company Name'. A purple 'SIGN IN' button is at the bottom.



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.

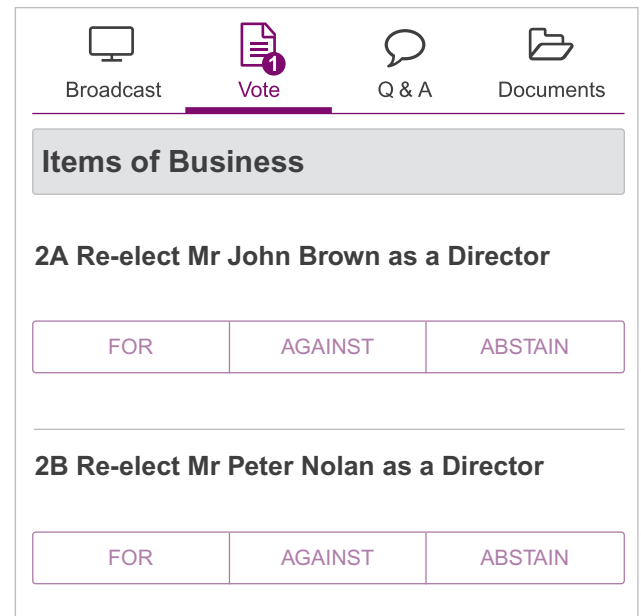


Vote

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.

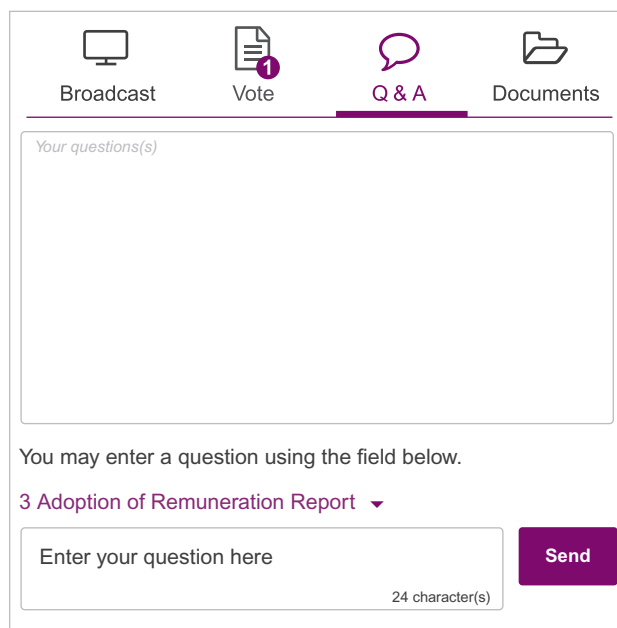
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

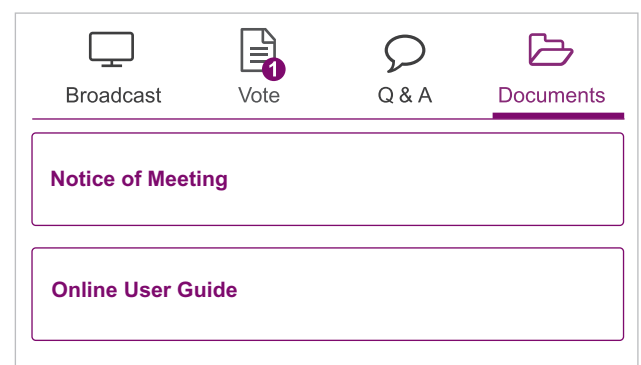
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

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.