



Medical
Developments
International

NOTICE OF ANNUAL GENERAL MEETING

Financial Year
ended 30 June 2025



MEDICAL DEVELOPMENTS INTERNATIONAL LIMITED

ACN 106 340 667 (ASX code: MVP)

NOTICE OF 2025 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date and Time of Meeting:

10 October 2025 at 1pm (AEDT)

Place of Meeting:

**The Offices of K&L Gates, Rialto South Tower Level 25,
525 Collins Street, Melbourne, VIC, 3000**

This Meeting will be conducted as a hybrid meeting, being in person at the above venue and virtually via the Computershare platform. Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

In accordance with section 110D(1) of the Corporations Act 2001 the Company will not be sending hard copies of this Notice of Meeting to shareholders unless the Company does not have an email address for a shareholder or a shareholder has requested a hard copy of this Notice or made an election for the purposes of Section 110E of the Corporations Act to receive documents from the Company in physical form. This Notice can be viewed and downloaded from the Company's website at <https://www.medicaldev.com/> or the ASX at www2.asx.com.au

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

MEDICAL DEVELOPMENTS INTERNATIONAL LIMITED

ACN 106 340 667

Notice of 2025 Annual General Meeting

Notice is given that a general meeting of the shareholders of Medical Developments International Limited ACN 106 340 667 (Company or MVP) will be held as a hybrid meeting, being physically at the offices of K&L Gates located at Rialto South Tower, Level 25, 525 Collins Street Melbourne, and virtually at the same time, on Friday 10 October 2025 at 1.00 pm (AEDT) for the purpose of considering and if thought fit passing the resolutions as stated below.

The Directors encourage Shareholders to participate in the Meeting via either attendance in person or online via the Computershare platform.

While Shareholders will be able to vote online during the Meeting, Shareholders are encouraged to lodge a proxy ahead of the Meeting, even if they are participating online. If you are unable to attend, please lodge your proxy or vote online at www.investorvote.com.au.

As always, we invite Shareholders to submit questions in advance of the Meeting. Questions may be submitted when lodging your proxy at www.investorvote.com.au.

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting. Voting Exclusions for some the following resolutions appear below and are deemed to form part of this Notice.

Financial statements and reports

To receive and consider the financial statements and the reports of the Directors and of the Auditors for the year ended 30 June 2025.

Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2025 as set out in the Company's Annual Report for the year ended 30 June 2025 be adopted."

Corporations Act voting exclusion re Resolution 1:

The Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- (a) *a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or*
- (b) *a closely related party of such a member.*

However, a person (the Voter) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) *the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or*
- (b) *the Voter is the chair of the meeting and the appointment of the chair as proxy:*
 - (i) *does not specify the way the proxy is to vote on the Resolution; and*
 - (ii) *expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.*

**Please note that section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company*

Resolution 2: Re-election of Mr Leon Hoare

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

"That pursuant to the Company's Constitution and for all other purposes, the members of the Company approve the re-election of Mr Leon Hoare as a Non-Executive Director of the Company, who pursuant to clause 12.4 of the Company's Constitution is retiring by rotation and being eligible offers himself for re-election."

Resolution 3: Re-election of Ms Christine Emmanuel-Donnelly

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

"That pursuant to the Company's Constitution and for all other purposes, the members of the Company approve the re-election of Ms Christine Emmanuel-Donnelly as a Non-Executive Director of the Company, who pursuant to clause 12.4 of the Company's Constitution is retiring by rotation and, being eligible, offers herself for re-election."

Resolution 4: Election of Mr Mark Fladrich

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

"That pursuant to the Company's Constitution and for all other purposes, the members of the Company approve the election of Mr Mark Fladrich as a Non-Executive Director of the Company, who was appointed as a director as an additional director, effective on 1 April 2025, and pursuant to clause 12.6.2 of the Company's Constitution is retiring and, being eligible, offers himself for election."

Resolution 5: Election of Mr Paul Townsend

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

"That pursuant to the Company's Constitution and for all other purposes, the members of the Company approve the election of Mr Paul Townsend as a Non-Executive Director of the Company, who was appointed as a director as an additional director on 29 May 2025 and pursuant to clause 12.6.2 of the Company's Constitution is retiring and, being eligible, offers himself for election."

By order of the Board
Ms Tara Eaton
Company Secretary
8 September 2025

VOTING ENTITLEMENT NOTICE

1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 7.00 pm (AEDT) on Wednesday 8 October 2025. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

2. Voting at the meeting

You may vote as a Shareholder by attending the Meeting, by proxy, attorney or authorized representative. Shareholders also have the option to lodge their proxy or vote directly online at www.investorvote.com.au. We strongly encourage that all Shareholders plan to vote online by proxy and participate in the Meeting.

(a) Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

(b) Voting in person

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must attend the Meeting in person at the above described venue to be held at 1.00pm (AEDT) on 10 October 2025. Participants should attend 15 minutes prior to the time designated for the commencement of the Meeting to register and to obtain a voting card.

(c) Shareholder online voting and asking questions

Shareholders can submit questions in relation to the business of the Meeting and vote on the Resolutions in real time during the Meeting via the online Computershare platform.

Shareholders participating in the Meeting using the online Computershare platform will be able to vote between the commencement of the Meeting and the closure of voting as announced by the Chair during the Meeting.

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

- (i) view the Meeting slides and hear the commentary;
- (ii) submit questions at the appropriate time whilst the Meeting is in progress; and
- (iii) vote during the Meeting.

Instructions on how to log on to ask questions during the Meeting are outlined below. Note, only Shareholders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the AGM.

If you choose to participate in the Meeting online, registration will open at midday on Friday 10 October 2025.

To participate in the Meeting online, you can log in to the Meeting by the below URL in your browser or mobile device:

<https://meetnow.global/MD2TJ7H>

Once there, Shareholders will need the following information to participate in the AGM in real-time:

- (i) your username, which is your SRN/HIN; and
- (ii) your password, which is the postcode registered to your holding if you are an Australian Shareholder.

Overseas Shareholders should refer to the Online Meeting Guide (link below) for their password details. Assistance with online registration for the Meeting will be open from 12pm (AEDT) on 10 October 2025 by calling Computershare Investor Services on +61 3 9415 4024.

Computershare Investor Services will also provide a unique email link to appointed proxy holders using this same telephone number.

(d) Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting or lodge their proxy online at www.investorvote.com.au. A person appointed as a proxy may be an individual or a body corporate.

A proxy need not be a Shareholder.

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair will act as proxy.

You are entitled to appoint up to two proxies to participate in 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 you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

Completed Proxy Forms must be delivered to the Share Registry by 1pm (AEDT) on 08 October 2025 in any of the following ways:

- (i) **Online** Shareholders have the option to appoint their proxy online at www.investorvote.com.au by following the instructions on that website. Online appointments of proxies must be done by 1pm (AEDT) on 08 October 2025. You will need a specific six digit Control Number to vote online. This number is located on the front of your letter.

Note - votes submitted through this site must be received by 1pm (AEDT) Wednesday 08 October 2025

- (ii) **By mail** to the Share Registry:
Medical Developments International Limited
C/- Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria 3001

- (iii) **By Hand:**
C/- Computershare Investor Services Pty Limited
452 Johnston Street, Abbotsford, Victoria 3067

- (iv) By Fax:**
C/- Computershare Investor Services Pty Limited
+61 3 9473 2555

(e) Undirected proxies

If a Shareholder nominates the Chair of the Meeting as that Shareholder's proxy, the person acting as Chair of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chair intends to vote undirected proxies of which the chair is appointed as proxy in favour of the resolutions.

(f) Voting by attorney

If you wish to appoint an attorney to vote at the Meeting, the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 1pm (AEDT) on 08 October 2025 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from logging in online and participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

(g) Voting by corporate representative

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a Certificate of Appointment of Corporate Representative from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 1pm (AEDT) on 08 October 2025.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original Certificate of Appointment of Corporate Representative, a certified copy of the Certificate of Appointment of Corporate Representative, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

(h) Custodian Voting

For intermediary online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intention.

MEDICAL DEVELOPMENTS INTERNATIONAL LIMITED

ACN 106 340 667 (ASX code: MVP)

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held in person at the offices of K&L Gates, Rialto South Tower Level 25, 525 Collins Street Melbourne and virtually via the online Computershare platform at 1pm on 10 October 2025 (**Meeting**).

Accounts and Reports

The Corporations Act requires the Company to provide before the Annual General Meeting, the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2025.

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the Meeting. Copies of these reports can be found on the Company's website <https://www.medicaldev.com/>.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2025;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Annual General Meeting to the Company Secretary at the Company's registered office.

1. Resolution 1: Adoption of Remuneration Report

1.1 Background - Corporations Act

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2025 Annual Report. It sets out a range of matters relating to the remuneration of Directors and senior executives of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2025 Annual Report can be found on its website at <https://www.medicaldev.com/>.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a “no” vote by at least 25% of the votes cast, this will constitute a “first strike”.

The Company’s current “strike” count is zero. If a “first strike” was to occur at this 2025 Annual General Meeting:

- (c) the Company’s subsequent Remuneration Report (in other words, the Company’s Remuneration Report to be included in the 2026 Annual Report) must include an explanation of the Board’s proposed action in response to a 2025 “no vote” or an explanation of why no action has been taken; and
- (d) if the Company’s subsequent (i.e. 2026) Remuneration Report also receives a “no vote” at the 2026 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2026 Annual General Meeting will be asked (at that 2026 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder’s meeting (within the following 90 days) to vote on a “spill resolution” under section 250V of the Corporations Act.

1.2 Board Recommendation

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a closely related party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1.

The Chair intends to exercise all undirected proxies in favour of Resolution 1.

2. Resolution 2: Re-election of Mr Leon Hoare

2.1 Background

Clause 12.4 of the Company’s Constitution provides that no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director’s election, whichever is the longer, without submitting themselves for re-election. It also provides that one third of the Company’s directors (not counting directors appointed as an additional director since the previous annual general meeting) must retire at each annual general meeting and, if eligible, may stand for re-election.

Mr Leon Hoare was elected on 27 October 2022 as a Non-Executive Director and is therefore due to retire at this AGM. Being eligible, he offers himself for re-election

Mr Hoare is the Managing Director of Lohmann & Rauscher, Australia & New Zealand (ANZ), a private EU based medical device company. Previously, he was Managing Director of Smith & Nephew ANZ (all divisions) until 2015, one of Smith & Nephew’s largest global subsidiaries outside the USA. He served as President of Smith & Nephew’s Asia Pacific Advanced Wound Management (AWM) business for 5 years and was a member of the Global Executive Management for the AWM Division. In his 24 years with Smith & Nephew, he also held roles in Marketing, Divisional and General Management. His career has also included a senior role at Bristol-Myers Squibb (medical devices), and as Vice-Chair of the board of Australia’s peak medical device industry body, Medical Technology Association of Australia. Mr Hoare is also the Chair of the Human Resources Committee.

Mr Hoare is also currently a non-executive director of Polynovo Limited.

2.2 Board Recommendation

The Directors (other than Mr Leon Hoare, who abstains from providing a recommendation given his interest in the outcome of the resolution) recommend that Shareholders vote in favour of this Resolution

The Chair intends to exercise all undirected proxies in favour of Resolution 2.

3. Resolution 3: Re-election of Ms Christine Emmanuel-Donnelly

3.1 Background

The background for this resolution is the same as described in section 2.1 above. Clause 12.4 of the Company's Constitution provides that no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting themselves for re-election. It also provides that one third of the Company's directors (not counting directors appointed as an additional director since the previous annual general meeting) must retire at each annual general meeting and, if eligible, may stand for re-election.

Ms Emmanuel-Donnelly was elected on 27 October 2023 as a Non-Executive Director and is retiring at this AGM. Being eligible, she offers herself for re-election

Ms Emmanuel-Donnelly is an experienced IP and business development professional having 35 years' experience locally and internationally. She is a former Executive Manager of Business Development and Commercial at the CSIRO, where she led the management of CSIRO's IP team and IP portfolio for 14 years and managed the CSIRO equity portfolio for over 5 years. Prior to this role, Ms Emmanuel-Donnelly was in-house IP Counsel for Unilever in the UK and practised as a patent and trademark attorney for Wilson Gunn (UK), Davies Collison Cave and Griffith Hack in Melbourne.

Ms Emmanuel-Donnelly is also currently Chairwoman of Impedimed Ltd and non-executive director of Polynovo Ltd, Pikcha Holdings Ltd, trading as Seminal. She was previously on the Board of the Institute of Patent & Trademarks Attorneys of Australia for 13 years.

3.2 Board Recommendation

The Directors (other than Ms Emmanuel-Donnelly, who abstains from providing a recommendation given her interest in the outcome of the resolution) recommend that Shareholders vote in favour of this Resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 3.

4. Resolution 4: Election of Mr Mark Fladrich

4.1 Background

Mr Mark Fladrich was appointed to the Board as an additional director, effective on 1 April 2025. Pursuant to Clause 12.6.2. of the Company's constitution, Mr Fladrich resigns as a director and, being eligible, puts himself forward for election as a director.

The Board considers that, if Mr Fladrich is elected, that he would be considered an independent non-executive director and of significant benefit to the Company.

Mr Fladrich is an experienced leader with over 30 years of experience in the pharmaceutical industry, specialising in commercial, strategic, and operational roles across a broad range of therapeutic areas, including pain management. Most recently, Mr Fladrich served as Chief Commercial Officer at Grunenthal, a privately owned German company with a strong presence in Europe and Latin America. During his time at the company, he expanded Grunenthal's commercial presence into the US in parallel with the relaunch of a non-opioid chronic pain management treatment. Prior to this, Mr Fladrich spent 23 years at AstraZeneca, holding various senior roles, including Vice President

of Global Strategic Marketing, Country President roles in Germany, Australia and New Zealand and Regional Head of Southern and Western Europe.

Mr Fladrich is also the Chair of QBiotics, an Australian life sciences company, the Chair of the Strategic Advisory Board for Atacana, a global pharmaceutical and biotech industry consulting firm and serves as a Board Observer and Strategic Advisor at HealthMatch, a Sydney based digital startup who have developed a patient centric platform for clinical trial recruitment.

4.2 Board Recommendation

The Directors (other than Mr Mark Fladrich, who abstains from providing a recommendation given his interest in the outcome of the resolution) recommend that Shareholders vote in favour of this Resolution

The Chair intends to exercise all undirected proxies in favour of Resolution 4.

5. Resolution 4: Election of Mr Paul Townsend

5.1 Background

Mr Paul Townsend was appointed to the Board as an additional director on 29 May 2025. Pursuant to Clause 12.6.2. of the Company's constitution, Mr Townsend resigns as a director and being eligible puts himself forward for election as a director.

The Board considers that, if Mr Townsend is elected, that he would be considered an independent non-executive director and of significant benefit to the Company.

Mr Townsend is a commercially focused, results-driven global finance leader with broad industry experience across large organisations spanning manufacturing, academic, resources, business-to-business, and consumer product sectors. Mr Townsend's substantial ASX Chief Financial Officer experience brings a wealth of knowledge to the Company, including driving business outcomes, launching new ventures, and leading major organisational change initiatives. His extensive track record includes capital raisings, start-ups and mergers and acquisitions across both local and global markets, navigating both equity and debt capital markets and implementing changes necessary to deliver strong earnings growth, robust cash flow, and balance sheet optimisation.

During his executive career, Mr Townsend was most recently CFO of Nufarm, an ASX listed global developer and manufacturer of crop protection solutions and seed technologies with revenues more than A\$3 billion. Mr Townsend's previous CFO roles include Monash University, ASX listed Aseleo Care Limited and Pacific Hydro Pty Ltd.

5.2 Board Recommendation

The Directors (other than Mr Paul Townsend, who abstains from providing a recommendation given his interest in the outcome of the resolution) recommend that Shareholders vote in favour of this Resolution

The Chair intends to exercise all undirected proxies in favour of Resolution 5.

By order of the Board
Ms Tara Eaton
Company Secretary
8 September 2025

Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting / AGM means the annual general meeting of the Company to be held as a hybrid meeting, being physically at the offices of K&L Gates, located at Rialto South Tower Level 25, 525 Collins Street Melbourne and virtually using the Computershare platform on 10 October 2025 at 1pm pursuant to the Notice of Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

Board means the board of Directors of the Company.

Closely Related Party has the meaning as provided in the Corporations Act.

Company means Medical Developments International Limited ACN 106 340 667.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Key Management Personnel or **KMP** means the key personnel as disclosed in the Remuneration Report.

Meeting means the annual general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2025 as set out in the Company's Annual Report for the year ended 30 June 2025.

Resolution means the resolutions referred to in the Notice of Meeting.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of a Share.