

Notice of Annual General Meeting

Pro Medicus Limited ABN 25 006 194 752

Notice is hereby given that the Annual General Meeting of the shareholders of Pro Medicus Limited will be held in the River Room at Fenix Restaurant & Events, 680 Victoria Street, Richmond on Friday, 21 November 2014 at 10:00am Australian Eastern Daylight Time (AEDT).

Business:

1. Accounts and Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2014 and the related Directors' Report, Directors' Declaration and the Auditors' Report.

2. Remuneration Report

To adopt the remuneration report (which is contained in the Directors' report) for the year ended 30 June 2014.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Election of Directors

- a) To re-elect Mr Roderick Lyle as a Director of Pro Medicus who, in accordance with the Constitution of the company and, being eligible, offers himself for re-election.

4. Approval of Long Term Incentive Plan

To re-consider, and if thought fit, to pass the following resolution:

"That the terms of the Pro Medicus Limited's Long Term Incentive Plan, which are summarised in the explanatory notes accompanying this Notice, be approved for all purposes, including for the purpose of ASX Listing Rule 7.1 and Exception 9 in ASX Listing Rule 7.2."

5. Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board.



Clayton Hatch
Company Secretary

21 October 2014

Voting Entitlements

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 7.00pm Australian Eastern Daylight Time (AEDT) on 19 November 2014 will be taken, for the purpose of the Meeting, to be held by the persons who held them at the time.

Proxies

In accordance with section 249L of the Corporations Act 2001.

- A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate.
Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.;
- If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.
- A proxy need not be member.

The proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by 10.00am AEDT on Wednesday, 19 November 2014.

The completed proxy form may be:

By mail:

Pro Medicus Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By hand:

delivered to Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 or
Level 12, 680 Georges Street
Sydney NSW 2000

Vote online:

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select "Voting" and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001(Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

Voting Exclusion Statements

Resolution 2

The Company will disregard any votes cast on the proposed resolution for the adoption of the Remuneration Report by or on behalf of

- A member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report ("KMP"); or
- A closely related party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:

- The vote is cast as a proxy
- The proxy is appointed by writing that specifies how the proxy is to vote on Resolution 2; and
- The vote is not cast on behalf of a KMP or a closely related party of a KMP.

If you are a KMP or a closely related party of a KMP (or acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

A closely related party of a member of the Company's KMP means any of the following:

- A spouse or child of the member;
- A child of the member's spouse;
- A dependant of the member or of the member's spouse;
- Anyone else who is one of the member's family and be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- A company the member controls; or
- A person prescribed by regulations (as at the date of this Notice, no such regulations have been prescribed).

The proxy form accompanying this Notice contains detailed instructions regarding how to complete the proxy form if a shareholder wishes to appoint the Chairman as his or her proxy and to authorise the Chairman to vote on the resolution to adopt the remuneration Report. You should read those instructions carefully.

Resolution 4

Pursuant to Section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 4 by or on behalf of:

- A member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report for the year ending 30 June 2014 ("KMP"); or
- A closely related party of a KMP,

where the votes are cast as a proxy.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if it is cast as a proxy and either (a) or (b) below applies:

- The proxy is appointed by writing that specifies how the proxy is to vote on Resolution 4 and is not cast on behalf of a KMP or a closely related party of a KMP; or
- The proxy is the chair of the meeting and the chair's appointment expressly authorises the chair to exercise the proxy even though the resolution is connected with the remuneration of a KMP.

If you are a KMP (other than the chair of the meeting acting as a proxy) or a closely related party of KMP (or acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Key management personnel and their closely related parties are as described above in voting exclusion statement for Resolution 2.

Pursuant to ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by:

- A director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- The director's associates

However, the Company is not required to disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Notes

Resolution 4 - Approval of Long Term Incentive Plan

Resolution 4 set out in the Notice of Meeting seeks shareholder approval for the continuation of the Long Term Incentive Scheme, originally approved on 18 November 2011.

The original approval was for up to 2,500,000 Performance Rights to Key Management Personnel (KMP) which do not include any of the current Directors, pursuant to ASX Listing Rule 7.1 and Exception 9 in ASX Listing Rule 7.2.

The Board seeks further shareholder approval to increase the number of Performance Rights to 5,000,000 under this arrangement.

The key terms of the Long Term Incentive Scheme are summarised as follows:

- The maximum number of securities that may be issued pursuant to this arrangement is 5,000,000 Performance Rights. The Performance Rights will be allocated to selected executives and senior management (including key management personnel), the retention and motivation of whom is considered vital in the Company's progress of its strategic plan.
- Performance criteria set by the Chief Executive Officer at the beginning of each year will include: Company performance (75% based – net profit after tax) and Individual performance, (25% based – as assessed by the Chief Executive Officer).
- The Performance Rights will be granted with a nil exercise price.
- The Performance Rights will vest over a 3 year period
- A voting exclusion statement is included in the Notice of Meeting (of which these notes for part);
- Participants will have no voting rights or dividend rights until the Performance Rights have vested and the participants hold shares in the Company.

If the Company decides to issue securities to Directors, the Company will seek additional shareholder approval.

The number of securities issued under the scheme since the date of the last approval (18 November 2011) are as follows:

- 387,000 performance rights were granted on 27 September 2012 with a nil exercise prices and a 3 year vesting period
- 176,375 performance rights were granted on 26 February 2014 with a nil exercise price and a 3 year vesting period
- 633,500 performance rights were granted on 16 October 2014 with a nil exercise price and a 3 year vesting period.

Board Recommendations

The Board of Directors recommend that Shareholders vote in favour of Resolution 4.