

## 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 virtually via <https://agmlive.link/PME20> on Wednesday, 25 November 2020 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 2020 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 2020.

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

#### **3. Election of Directors**

- a) To elect Ms Deena Shiff as a Director of Pro Medicus who, in accordance with the Constitution of the company and, being eligible, offers herself for election.
- b) To re-elect Mr Anthony Hall as a Director of Pro Medicus who, in accordance with the Constitution of the company and, being eligible, offers himself for re-election.
- c) To re-elect Dr Leigh Farrell as a Director of Pro Medicus who, in accordance with the Constitution of the company and, being eligible, offers himself for re-election.

#### **4. Non-Executive Director Remuneration**

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

"To increase the maximum total aggregate remuneration of Non-Executive Directors paid within any year under the Company's constitution and ASX Listing Rule 10.17."

#### **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

23 October 2020

## 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 23 November 2020 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 Sunday, 22 November 2020.

### 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](http://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 ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by:

- A Director of 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.
- 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.

## **Explanatory Notes**

### **Resolution 4 – Non-Executive Director Remuneration**

Resolution 4 set out in the Notice of Meeting seeks shareholder approval to increase the maximum total aggregate remuneration of Non-Executive Directors paid within any year under the Company's constitution and ASX Listing Rule 10.17. Listing rule 10.17 states that an entity must not increase the total aggregate amount of directors fees payable to all its non-executive directors without the approval of holders of its ordinary securities.

The original approval determined at the Annual General Meeting held on 4 November 2005 was for up to a maximum aggregate remuneration of Non-Executive Directors of \$500,000. Since the date of that approval, the Company has increased the number of Non-Executive Directors and increased the amount paid to each Director. The aggregate amount being paid to Non-Executive Directors is currently just below the limit of \$500,000. Approval for an increase in the maximum aggregate remuneration of Non-Executive Directors is sought to allow scope to increase the number of Directors as the Company continues to grow and to adjust individual remuneration in line with market benchmarks.

Accordingly, the Board seeks shareholder approval to increase the maximum aggregate remuneration of Non-Executive Directors to \$1,000,000, an increase of \$500,000.

The Board has not issued any securities to Non-Executive Directors under ASX Listing rule 10.11 or 10.14 within the preceding 3 years.

If resolution 4 is passed, the total amount of directors fees potentially payable to all the company's non-executive directors will be increased to a maximum of \$1,000,000. If resolution 4 is not passed, the total amount of directors fees payable to all the company's non-executive directors will remain at a maximum of \$500,000.

### **Board Recommendations**

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