



29 August 2022

Dear Shareholders,

## **ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Medlab Clinical Limited (ASX: MDC)** advises Shareholders that the Company will hold its annual general meeting of Shareholders at Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000 on Friday, 30<sup>th</sup> September 2022 at 10:00am (AEST) (**Meeting**).

The Directors have decided that the Meeting will be held both in person and virtually via an online meeting platform provided by the Company's share registry.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on your personalised proxy form to login to the website. Once logged in Shareholders may submit questions ahead of the Meeting via the portal from date the Notice of Meeting (**NOM**) is issued until 10:00 am Wednesday 28<sup>th</sup> September 2022, and then again from one (1) hour before the start of the Meeting. The Poll option will only be accessible during the Meeting on the direction of the Chair.

Shareholders can also submit any questions in advance of the Meeting by emailing questions to Mr Kerem Kaya, Company Secretary at [investor@medlab.co](mailto:investor@medlab.co) by no later than 10:00 am (AEST) on Wednesday, 28<sup>th</sup> September 2022.

Proxy forms must reach the Advanced Share Registry Ltd by no later than 10.00 am AEST on Wednesday, 28<sup>th</sup> September 2022 and maybe lodged in the following ways:

- online at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login),
- by mail to Advanced Share Registry PO Box 1156, Nedlands WA 6909,
- by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au),
- by Fax on 61 8 6370 4203
- or in person to Advanced Share Registry 110 Stirling Hwy, Nedlands WA 6009.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser. If you have any difficulties obtaining a copy of the NOM please contact the Company's share registry, Advanced Share Registry Services Limited on, 1300 113 258 (within Australia) or +61 8 9389 8033 (overseas).

If you have any questions in relation to the Meeting, please contact Mr Kerem Kaya, Company Secretary on +61 2 8188 0311 (ext. 107).

For and behalf of the Board.

Kerem Kaya  
CFO | Company Secretary



**NOTICE OF 2022 ANNUAL GENERAL MEETING  
MEDLAB CLINICAL LIMITED  
ACN 169 149 071**

Notice is given that the Annual General Meeting (**AGM**) of Medlab Clinical Limited (**Company**) will be held at Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000 on Friday, **30 September 2022 at 10:00am (AGM)**.

The AGM is also accessible to shareholders via a live webcast with an online platform to facilitate shareholder questions and answers in relation to the business. This facilitation will also allow shareholder voting in real time. Please see details set out in the proxy nomination form for details of how to virtually attend the AGM.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the AGM. The Explanatory Statement and the Proxy Form forms part of this Notice.

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## Business of the Meeting

### *Agenda*

#### *Financial Statements and Reports*

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2022.

#### *Resolution 1 - Adoption of Remuneration Report*

To consider and, if thought fit, pass with or without amendment, the following Resolution as a **non-binding ordinary resolution** of the Company:

*"That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2022 be adopted."*

Note: the vote on this Resolution is not binding on the Company.

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

#### *Resolution 2 - Re-election of Mr Drew Anthony Townsend as Director*

To consider and, if thought fit, pass with or without amendment, the following Resolution as an **ordinary resolution** of the Company:

*"That in accordance with ASX Listing Rule 14.5 and for all other purposes, Mr Drew Anthony Townsend, a director, retires and, being eligible, is re-elected as a Director of the Company".*

### *Resolution 3 – Appointment of Mr Mohit Gupta as Director*

To consider and, if thought fit, pass with or without amendment, the following Resolution as an **ordinary resolution** of the Company:

*“That in accordance with ASX Listing Rule 14.4 and for all other purposes, Shareholders approve and ratify the prior appointment of Mr Mohit Gupta as a Director of the Company”.*

## Important Information

### *Your vote is important*

The business of the AGM affects your shareholding, and your vote is important.

### *Voting eligibility*

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the AGM are those who are registered members at 10.00am AEST on 28 September 2022.

### *Voting in person*

To vote in person, attend the AGM at the time, date and place set out above.

### *Voting by proxy*

Under rule 10.24 of the Company's Constitution, each member may appoint a proxy. The proxy may be a member of the Company but does not have to be a member. A member who is entitled to cast two or more votes may appoint two proxies but must specify the proportion or number of votes each proxy is appointed to exercise.

A proxy form is attached to this document. To be effective, proxy forms must reach the Advanced Share Registry Ltd by no later than 10.00am AEST on Wednesday, 28 September 2022.

You may lodge your proxy vote:

- online at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login),
- by mail to Advanced Share Registry PO Box 1156, Nedlands WA 6909,
- by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au),
- by Fax on 61 8 6370 4203
- or in person to Advanced Share Registry 110 Stirling Hwy, Nedlands WA 6009.

By order of the board of Directors of the Company.

Dated: 29 August 2022

**Kerem Kaya**

Company Secretary

Medlab Clinical Limited

## Explanatory Statement

This Explanatory Statement has been prepared to assist the Shareholders in considering the Resolutions set out in the Notice.

The purpose of this Explanatory Statement is to provide Shareholders with sufficient information that is reasonably required by Shareholders to decide how to vote on the Resolutions.

The Notice and this Explanatory Statement should be read in their entirety and in conjunction with each other.

Certain terms and abbreviations used in this Explanatory Statement have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Statement.

The voting exclusions are set out at the end of the Explanatory Statement.

### *1.1 Financial Statements and Reports*

Under section 314 of the Corporations Act 2001 (Cth) (**Corporations Act**), a listed company that is required to hold an AGM must table the financial statements and reports of the company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that AGM.

The Shareholders have been provided with all relevant information concerning those documents in the Annual Financial Report of the Company for the year ended 30 June 2022. A copy of the Annual Financial Report will also be tabled at the meeting.

The Shareholders should note that the sole purpose of tabling the Annual Financial Report at the AGM is to provide them with the opportunity to ask questions about the financial statements and reports of the Company. It is not the purpose of the meeting that the financial statements or reports be accepted, rejected, or modified in any way. Further, it is not a requirement of the Corporations Act that any resolution to adopt, receive or consider the Company's financial statements or reports be put to the Shareholders at the meeting.

The Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

### *1.2 Resolution 1 - Adoption of Remuneration Report*

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the year ended 30 June 2022. Under

section 250R of the Corporations Act, a resolution that the Company's Remuneration Report be adopted by the Company must be put to the Shareholders at each AGM. A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

Any resolution in relation to the adoption of the Remuneration Report is advisory only and does not bind the Company or its Directors. However, under Part 2G.2, Division 9 of the Corporations Act, if at least 25% of the votes cast on the resolution are against the adoption of the Remuneration Report at both the AGM and the AGM to be held in 2023, the Company will be required to put a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company to the Shareholders (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's AGM in 2023. All of the Directors in office at the time of the AGM to be held in 2023, other than any managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Directors unanimously recommend that Shareholders vote in favour of this resolution to adopt the remuneration report.

### **1.3     *Resolution 2 - Re-election of Mr Drew Anthony Townsend as a Director***

Pursuant to section 11.3 of the Constitution of the Company, the Company may by resolution appoint and remove any Director.

ASX Listing Rule 14.5 the Company must hold an election of directors at each annual general meeting. This rule applies even when there is no director required to stand for re-election at an annual general meeting. The Company must have at least one director stand for re-election at each annual general meeting, whereby if no director is up for re-election, the Company must select at least one of the existing directors to stand by re-election.

Drew Anthony Townsend was selected as one of the existing Directors who will stand for re-election.

An application and consent to nomination as a Director of the Company has been received from Drew Anthony Townsend, pursuant to section 11.7(c) of the Company's Constitution.

Drew Anthony Townsend is eligible for re-election.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

### *Resolution 3 – Ratification of Appointment of New Director*

Mr Gupta is a seasoned professional with more than 20 years in various roles and geographies, with the last 10 years in Pharma in various capacities based in Australia and Switzerland. Mr Gupta previously worked in supply chain, projects and procurement and has experience in large deals for acquisition and divestments. He has led teams for various projects with conflicting priorities and timelines to achieve the goals.

Mr Mohit Gupta is an important appointment that broadens the Board's skill set and is aligned with the Company's strategic focus to commercialise novel pharmaceutical products and expand further into overseas markets. Mr Gupta's global focus, especially within US Global Pharma space, will be invaluable as the Company embarks on the next stage of its journey.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

## **Voting Exclusions**

The Corporations Act and the ASX Listing Rules require that voting restrictions apply to some or all of the resolutions as set out below.

### ***Resolution 1 – Adoption of Remuneration Report***

*Voting exclusion:* A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel named in the Remuneration Report (**KMP**) or their Closely Related Parties regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the KMP at the date of Meeting or their Closely Related Parties.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of the person describe above and either:

- (a) the voter is appointed as a proxy by writing that specified the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:  
does not specify the way the proxy is to vote on this resolution; or

expressly authorises the Chairman to exercise the proxy even through this resolution is connected either directly or indirectly with the remuneration of the KMP.

## Glossary

**AGM or Meeting** means the Annual General Meeting convened by the Notice.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the Board of Directors of the Company.

**Chair** means the Chair of the Meeting.

**Company** means Medlab Clinical Ltd ACN 169 149 071.

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

**Director** means a Director of the Company.

**Explanatory Statement** means this explanatory statement accompanying the Notice.

**Glossary** means this Glossary set out in the Explanatory Statement.

**Listing Rules** means the ASX Listing Rules.

**Notice** means the Notice of the Meeting accompanying this Explanatory Statement.

**Proxy Form** means the Proxy Form accompanying the Notice.

**Resolution** means a Resolution proposed pursuant to the Notice.

**Shares** means fully paid ordinary shares in the Company.

**Shareholders** means holders of the Shares in the Company.



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Medlab Clinical Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

☐ The Chair of the Meeting **OR** ☐

**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 the Company to be held at **Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000 and virtually on 30 September 2022 at 10.00 am (AEST)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**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 Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

### VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Drew Anthony Townsend as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Mr Mohit Gupta as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.



## MEDLAB CLINICAL LIMITED - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

### HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

#### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

#### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

#### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

#### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

#### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

#### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

#### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

#### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

#### SIGNING INSTRUCTIONS ON THE PROXY FORM

##### Individual:

Where the holding is in one name, the security holder must sign.

##### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

##### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

#### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00 am (AEST) on 28 September 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



##### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



##### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



##### BY FAX

+61 8 6370 4203



##### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



##### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



##### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033