



ImpediMed Limited

ACN 089 705 144

Notice of Annual General Meeting

**Tuesday, 19 November 2024
11.00am (AEDT)**

Chair's message

18 October 2024

Dear ImpediMed Shareholder,

On behalf of the Board, I am pleased to invite you to attend the 2024 Annual General Meeting (AGM) of ImpediMed Limited, which will be held on Tuesday, 19 November 2024 commencing at 11.00am (AEDT) at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

The meeting will also be held via an audio webcast to enable those shareholders who are unable to attend in person, to participate in the AGM. We do, however, encourage you to attend the meeting in person if you are able to.

You can participate in the AGM through the online platform at **meetings.linkgroup.com/IPD24**. Details on how to join online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which are available on our website at **<https://www.impedimed.com/about/investors/corporate-governance/>**

Please read the Notice of Meeting (including the Explanatory Memorandum) (which can be found at **<https://www.impedimed.com/about/investors/corporate-governance/>**), and the Voting Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of ImpediMed recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online no later than 11.00am (AEDT) on Sunday, 17 November 2024.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this are outlined in the attached Notice of Meeting.

I also encourage you to read our 2024 Annual Report which provides a detailed overview of business performance last year, which can be found at **[www.impedimed.com/about/investors/financial reports](http://www.impedimed.com/about/investors/financial-reports)**.

Thank you for your continued support of ImpediMed. I look forward to the opportunity to provide you with a progress update and to hear your views at our AGM.

Yours sincerely,



Christine Emmanuel-Donnelly
Chair

Participation in the AGM

The Annual General Meeting (AGM) of ImpediMed Limited (ImpediMed or Company) will be held on Tuesday, 19 November 2024 commencing at 11.00am (AEDT).

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting

Access online at
<https://www.impedimed.com/about/investors/corporate-governance/>

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email
registrars@linkmarketservices.com.au

Vote or appoint proxy

Return the hard copy Voting Form or vote online at
<https://investorcentre.linkgroup.com>
To be valid, your Direct Vote or proxy appointment must be received by **11.00am (AEDT) on Sunday, 17 November 2024**

Ask a question or make a comment

Submit questions online or
<https://investorcentre.linkgroup.com>
by **5.00pm (AEDT) on Wednesday, 13 November 2024**

At the AGM

Attend the AGM in person

The AGM will be held at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

Join online

- Enter meetings.linkgroup.com/IPD24 into a web browser
- Enter your name, phone number, email and company name (if applicable) and select 'Continue' to register
- If you are a shareholder, enter your SRN/HIN and postcode
- If you are a proxy, enter the code that Link will email to you 12 hours before the AGM

Vote online

Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.

- Once you have registered via the portal, your voting card will appear on your screen
- Voting will open at the start of the AGM
- Select 'Get a Voting Card' to vote

Ask a question or make a comment online

Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make comments.

- Click on the 'Ask a Question' box at the top or the bottom of the webpage
- Select the Resolution to which your question relates from the 'Regarding' menu and type your question or comment
- Questions will be read aloud to the AGM



Attend and ask questions or make comments orally

If you wish to ask a question or make a comment orally rather than written via the online platform, you can do this via the virtual meeting platform also. Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make a comment orally, as with the written form.

Please refer to the Virtual Meeting Online Guide at <https://www.impedimed.com/about/investors/corporate-governance/> for further details about attending via the online portal. If you need assistance, please call +61 1800 990 363.

If you would like to receive a printed copy of this Notice or any future Notices, please contact the Share Registry on +61 1300 554 474.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of ImpediMed Limited (**Company** or **ImpediMed**) will be held on Tuesday, 19 November 2024 at 11.00am (AEDT) at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000, and via an audio webcast (**Meeting**).

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Voting Form comprise part of this Notice.

Items of business

Item 1: Financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company for the financial year ended 30 June 2024.

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2024, at www.impedimed.com/about/investors/financial-reports/.

Item 2: Remuneration Report

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

"To adopt the Remuneration Report for the year ended 30 June 2024."

Notes:

- (i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- (ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 3: Election of Mr Andrew Grant

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

"That Mr Andrew Grant, being a Director who was re-appointed by the Board on 15 October 2024 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a director of the Company."

Item 4: Election of Ms Fiona Bones

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

“That Ms Fiona Bones, being a Director who was appointed by the Board on 7 June 2024 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers herself for election, be elected as a director of the Company.”

Item 5: Re-election of Ms Janelle Delaney

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

“That Ms Janelle Delaney, being a Director who is retiring in accordance with clause 16 of the Company’s Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a director of the Company.”

Item 6: Approval to issue securities under the ImpediMed Employee Incentive Plan

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

“That for the purposes of Listing Rule 7.2, Exception 13 and for all other purposes, approval is given to the issue of securities under the ImpediMed Employee Incentive Plan (as amended) (and US Sub-Plan) on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Items 7: Grant of Shares under the Non-executive Director Share Plan to Non-Executive Directors

Item 7.1: Grant of Shares to Ms Christine Emmanuel-Donnelly

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Shares in lieu of 30% of her salary to Ms Christine Emmanuel-Donnelly (or her nominee), under the ImpediMed Non-executive Director Share Plan and on the terms and conditions set out in the Explanatory Notes.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 7.2: Grant of Shares to Ms Janelle Delaney

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Shares in lieu of 30% of her salary to Ms Janelle Delaney (or her nominee), under the ImpediMed Non-executive Director Share Plan and on the terms and conditions set out in the Explanatory Notes.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 7.3: Grant of Shares to Mr Andrew Grant

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Shares in lieu of 30% of his salary to Mr Andrew Grant (or his nominee), under the ImpediMed Non-executive Director Share Plan and on the terms and conditions set out in the Explanatory Notes.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 7.4: Grant of Shares to Ms Fiona Bones

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Shares in lieu of 30% of her salary to Ms Fiona Bones (or her nominee), under the ImpediMed Non-executive Director Share Plan and on the terms and conditions set out in the Explanatory Notes.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 8: Renewal of proportional takeover provision

To consider, and if thought fit, pass the following as a special resolution of the Company:

“That the proportional takeover provision in rule 27 of the Company’s amended Constitution, as set out in the document tabled at the Meeting and signed by the Chair for identification, be renewed for a period of three years commencing from the date of the Meeting.”

Voting Procedures

All resolutions will be by poll

In accordance with clause 10.9 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Sunday, 17 November 2024 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

How to vote – before the AGM

Direct vote – using the Voting Form

In accordance with clause 12.3 of the Constitution, Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 11.00am (AEDT) on Sunday, 17 November 2024** by returning the hard copy Voting Form or by voting online (further details below).

If you lodge a direct vote you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The ImpediMed Direct Voting Regulations governing direct voting are available on the ImpediMed website at <https://www.impedimed.com/about/investors/corporate-governance/>. By submitting a direct vote, you agree to be bound by the ImpediMed Direct Voting Regulations.

Appointment of Proxy

A Shareholder who is entitled to vote at this Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2, 6 and 7 (see the Explanatory Memorandum):

- If a Shareholder has not directed their proxy on how to vote on Items 2, 6 and 7.1 – 7.4 the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

Submitting your Voting Form

To be valid, a Voting Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed, signed and lodged Voting Form (together with the relevant original power of attorney or a certified copy of the proxy signed by an attorney) must be received by the Company's Share Registry, Link Market Services, no later than 11.00am (AEDT) on Sunday, 17 November 2024 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the AGM by attending the Meeting in person.

Voting forms may be submitted in one of the following ways:

- Online:** Via the Company's Share Registry at <https://investorcentre.linkgroup.com>. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline.
- By fax:** (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
- By hand delivery:** Link Market Services Limited at:
- (i) Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW, or
 - (ii) Level 12, 680 George Street, Sydney NSW 2000.

Voting Forms and Powers of Attorney must be received by the Proxy Deadline.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from ImpediMed's share registry or online at www.linkmarketservices.com.au (under Resources then Forms).

How to vote – during the AGM

Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to vote and ask questions or make comments, at the meeting.

Using the Online Platform

Shareholders can vote directly using the online platform (meetings.linkgroup.com/IPD24) at any time between the commencement of the AGM (11.00am AEDT on Tuesday, 19 November 2024) and the closure of voting as announced by the Chair during the AGM.

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a Voting Card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the Meeting. A change can be made to your vote at any

time while voting remains open. Once you submit your voting card, you will be unable to change it. Any cards not submitted by the close of voting will be automatically submitted.

More information about how to use the online platform, including how to vote and ask questions online during the AGM, is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at our website at <https://www.impedimed.com/about/investors/corporate-governance/>. If you intend to use the online platform, we recommend that you check to ensure the online platform works on your device before the AGM.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), Item 6 (Approval to issue securities under the EIP) and Items 7.1 – 7.4 (Grant of shares to Non-executive Directors), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Items 2, 6 and 7.1 – 7.4, the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Items 2, 6 and 7.1 – 7.4 are connected directly or indirectly with the remuneration of Key Management Personnel (KMP).

The Chair intends to vote all undirected proxies in favour of all the resolutions in the Notice of Meeting, including Items 2, 6 and 7.1 - 7.4.

Questions and Comments from Shareholders

Before the AGM

Shareholders can submit questions in advance of the AGM via the Share Registry website at <https://investorcentre.linkgroup.com>.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Wednesday, 13 November 2024.

Questions will be collated and the Chair and/or Chief Executive Officer will seek to address as many of the more frequently raised topics as possible during the AGM. Please note that individual responses will not be sent to Shareholders.

During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person or online will be able to ask questions or make comments during the Meeting, as described earlier in this Notice.

BY ORDER OF THE BOARD



Leanne Ralph
Company Secretary
18 October 2024

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held at 11.00am (AEDT) on Tuesday, 19 November 2024.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required to decide how to vote on the resolutions contained in the Notice.

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolutions in Items 3, 4, 5, 6 and 7.1 – 7.4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 8 is a special resolution requiring greater than 75% of votes cast by Shareholders to vote in favour of the resolution. The resolution in Item 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Item 1 – Financial statements and reports

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of ImpediMed Limited.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company and to ask questions about, or make comments on, the Annual Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Ernst & Young (EY), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2024, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

Shareholders may submit written questions or comments to the Company in relation to the above matters, and the way to do this is outlined earlier in this Notice.

Item 2 – Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 22-36 of the Company's Annual Report for the year ended 30 June 2024 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for KMP, including the directors and executives of the Company. The 2024 Annual Report is available at www.impedimed.com/about/investors/financial-reports/.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments from Shareholders when considering the Company's remuneration policies.

Voting exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of:

- (a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's 2024 Remuneration Report, or
- (b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting Form.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Board recommendation

The Board recommends that Shareholders vote FOR the resolution in Item 2.

Item 3 – 5: Election and re-election of Directors

In accordance with the Company's Constitution and the Listing Rules, an election of Directors must be held at each annual general meeting.

Clause 16.1 of the Constitution states that one-third of all Directors (excluding the Managing Director and Directors appointed during the year by the Board) must retire at every annual general meeting and are eligible to stand for re-election. The Directors to retire pursuant to clause 16.1 of the Constitution are the Directors (other than the Managing Director) who have held office the longest since being appointed or last being elected. In the case where Directors were elected on the same day, the Directors to retire are determined by agreement between the Directors, or a ballot. Further, ASX Listing Rule 14.4 states that a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer.

Clause 15.2 of the Constitution states that the office of a Director who is an employee of the Company becomes vacant upon the Director ceasing to be employed, but is then eligible for re-appointment or re-election as a Director of the Company.

Clause 13.2 of the Constitution and ASX Listing Rule 14.4 states that a Director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting but is eligible for election at that annual general meeting.

Item 3: Election of Mr Andrew Grant

Mr Andrew Grant was initially elected as a Director on 28 September 2023. He was then engaged as an executive Director April 2024 for a period of six months. Pursuant to clause 15.2 of the Constitution, Mr Grant ceased to be a Director on his resignation as an executive on 14 October 2024. The Board then re-appointed him as a non-executive Director on 15 October 2024.

In accordance with the requirements of clause 13.2 of the Constitution and ASX Listing Rule 14.4, Mr Grant now retires from the Board and offers himself for election.

Mr Grant currently serves as a member of the Audit & Risk Management Committee and the Nomination Committee.

Mr Grant is a highly qualified and globally experienced healthcare management professional. His experience covers Australia, USA, Europe and Asia as a medical device and hospital sector executive. He spent five years with ResMed in roles encompassing VP Global Product Marketing and VP Corporate Development and three years with Luye Medical International where he facilitated a technology transfer of Cleveland Clinic's cardiac and oncology service lines to Luye's International Hospital start-up project in China. Prior experience included engineering design and development of implantable pacemakers and defibrillators, and management consulting with McKinsey & Co.

Prior to submitting himself for election, Mr Grant confirmed that he would continue to have sufficient time to properly fulfil his Director duties for the Company.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Mr Grant to be a non-independent director due to his previous executive role.

Board recommendation

The Board (with Mr Grant abstaining) supports the election of Mr Andrew Grant and recommends that Shareholders vote FOR Mr Grant's election as a Director of the Company.

Item 4: Election of Ms Fiona Bones

The Board appointed Ms Fiona Bones as an independent non-executive Director on 7 June 2024.

In accordance with the requirements of clause 13.2 of the Constitution and ASX Listing Rule 14.4, Ms Fiona Bones now retires from the Board and offers herself for election.

Ms Bones currently serves as chair of the Audit and Risk Management Committee and is a member of the Nomination Committee.

Ms Bones currently serves as Vice President of Finance, International Controller at Google where she has worked for more than two decades. She is a Fellow of the Association of Chartered Certified Accountants, U.K. and Ireland, and brings ImpediMed a wealth of global experience in finance, corporate governance and systems transformation. At Google, Ms. Bones manages a team of 260 across 23 jurisdictions. She holds the distinction of being Google's first accountant for EMEA (Europe, Middle East and Africa), its first financial controller for Asia Pacific, and its first international controller for all territories outside the U.S. Prior to Google, Ms. Bones served in finance roles with Micros Systems and Siebel Systems.

The Company confirms that appropriate checks into Ms Bones' background and experience were carried out prior to her appointment, with no information of concern raised during the recruitment process. In addition, she has no known interest, position or relationship that will influence or reasonably perceived to influence her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Having had regard to the ASX Principles, the Board considers Ms Bones to be an independent director.

Board recommendation

The Board (with Ms Bones abstaining) supports the re-election Ms Fiona Bones and recommends that Shareholders vote FOR Ms Bones' election as a Director of the Company.

Item 5: Re-election of Ms Janelle Delaney

Ms Janelle Delaney elected to retire and offer herself for re-election at this Meeting.

Ms Janelle Delaney was elected as a director on 28 September 2023. She currently serves as a member of the Audit and Risk Management Committee, the Remuneration Committee and the Nomination Committee.

Ms Delaney has over three decades of extensive IT experience covering all facets from sales through software development, project/program delivery and business management. As a Partner at IBM Consulting, she is responsible for the quality of project delivery across IBM Consulting Asia Pacific's portfolio of several thousand projects and across all solutions (including digital transformation, AI, package implementations, application management services).

Prior to submitting herself for re-election, Ms Delaney confirmed that she would continue to have sufficient time to properly fulfil her Director duties for the Company.

Having had regard to the ASX Principles, the Board considers Ms Delaney to be an independent director.

Board recommendation

The Board (with Ms Delaney abstaining) supports the election of Ms Janelle Delaney and recommends that Shareholders vote FOR Ms Delaney's re-election as a Director of the Company.

Item 6: Approval to issue securities under the ImpediMed Employee Incentive Plan

Background and why Shareholder approval is sought

The Company established an Employee Incentive Plan (EIP) in September 2014 under which employees may be eligible to receive Shares, Performance Rights or Options. A US Sub-Plan to the EIP was also established as a means of providing incentives to employees who are residents or citizens of the United States. The purpose of the EIP (and the US Sub-Plan) is to align the interests of employees with those of the Company and Shareholders, and to attract, retain, and motivate employees.

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. Listing Rule 7.2 allows certain issues of securities to be excluded from the calculation of the number of securities issued in the 12-month period, including under exception 13(b), where an issue is made under an employee incentive plan, if within three years before the date of issue, the issue of securities under terms of the plan are approved by Shareholders.

Shareholders last approved the issue of securities under the EIP for the purposes of exception 13(b) of Listing Rule 7.2 at the AGM held on 10 November 2021 (2021 AGM). That approval expires on 10 November 2024, and accordingly, the Company is seeking to refresh the approval of Shareholders so that securities issued under the EIP (and the US-Sub-Plan) will continue to be excluded from any calculation of securities for the purpose of Listing Rule 7.1 for a further three years after the Meeting. The approval being sought under Item 6 is an exception to Listing Rule 7.1, exception 13.

On 9 October 2024 the Board of ImpediMed exercised its powers under rule 13.1 of the EIP to make certain administrative amendments to enable holders of Performance Rights to exercise vested Performance Rights in the Exercise Period instead of such Performance Rights automatically being exercised following vesting. These amendments are not considered to be material amendments and are administrative in nature and the amendments only have effect in relation to Performance Rights issued after 1 July 2024 and do not apply to Performance Rights issued before that date.

Number of securities issued under the EIP since the date of the last approval at the 2021 AGM

The EIP provides for the issuance of Shares, Options and Performance Rights (Incentives). The gross number of Incentives issued under the EIP, prior to forfeitures and cancellations, since the date of the last approval at the 2021 AGM are as follows:

Performance Rights: 79,504,000

Options: 54,953,000

Maximum number of equity securities proposed to be issued under the EIP

The maximum number of Shares which may be issued under the EIP (including the US Sub-Plan) on exercise or vesting of awards must not exceed 10% of the Company's total issued share capital at the time of the proposed issue. This maximum number will vary from time to time, however at the date of this Notice, the maximum number of Shares which may be issued under the EIP is 202,309,392, which includes the number that may be issued under the US Sub-Plan. The maximum number of Shares that may be issued under the US Sub-Plan is 100,000,000 Shares.

Summary of the terms of the EIP

A summary of the terms of the EIP and the US Sub-Plan, are outlined in **Appendix 1**. Capitalised terms in the summaries refer to definitions in the EIP rules.

The EIP is available in the Corporate Governance section of the Company's website at www.impedimed.com/about/investors/corporate-governance.

If Shareholder approval is not obtained

If Shareholders do not approve the resolution under Item 6 any securities issued under the EIP will be included in the calculation of the number of securities issued in the 12 month period under the available capacity Listing Rule 7.1.

Voting exclusion

The Company will disregard any votes cast in favour of Item 6 by any person eligible to participate in the EIP which includes Dr Parmjot Bains, Mr McGregor Grant and all ImpediMed employees, and any associates of such persons.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with the directions given to the proxy or attorney to vote on these resolutions in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 76 in accordance with a direction given to the Chair to vote on these resolutions as the Chair decides; or
- (c) 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 Item 6; and
 - the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 6 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 6.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 6 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board, (with Dr Bains and Mr McGregor Grant abstaining, being the only Directors who are eligible to participate in the EIP) recommends that Shareholders vote FOR the resolution in Item 6.

Items 7.1 – 7.4: Grant of Shares under the Non-executive Director Share Plan to Non-executive Directors

In 2019 the Company introduced a Non-executive Director Share Plan (**NED Share Plan**) to remunerate its Non-executive Directors (**NEDs**) with fully paid ordinary Shares in lieu of cash under the proposed NED Share Plan. The Company is now proposing to utilise this NED Share Plan to partially remunerate existing Directors with Shares in lieu of cash. The purpose of this proposal is to:

- align the financial interests of NEDs with those of the Shareholders;
- facilitate the acquisition of Shares by the NEDs; and
- preserve cash reserves by remunerating the NEDs with Shares in lieu of cash.

The proposal does not result in any increase in NED remuneration.

The material terms of the NED Share Plan are described below and a full copy of the plan rules can be accessed on the Company's website.

The initial participation period of the NED Share Plan for the current NEDs is 1 July 2024 to 30 June 2025 (inclusive) (**FY25 Participation Period**) but may be extended by the Board for subsequent financial years (**Subsequent Participation Periods**).

If Shareholder approval is given to Items 7.1 -7.4, all NEDs will participate in respect of 30% of their annual director fee for the FY25 Participation Period (excluding compulsory superannuation where applicable). Participation for Subsequent Participation Periods and the percentage of their annual director fee is to be determined by the Board. A NED who is issued Shares under the NED Share Plan may hold those Shares directly or transfer them to a trustee or nominee to hold the Shares for the NED.

Listing Rule 10.14 provides that an entity must not permit a director of the Company to acquire securities under an employee incentive scheme without the approval of shareholders. The NED Share Plan is an employee incentive scheme for the purpose of the Listing Rules, and therefore, Shareholders are asked to approve the issue of Shares under the NED Share Plan to the NEDs for the purpose of Listing Rule 10.14. If approval is given under Listing Rule 10.14 for each resolution in Items 7.1 to 7.4, then a separate approval will not be required under Listing Rule 7.1. Accordingly, if these resolutions are approved, the issue of Shares will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

The following information is provided to Shareholders pursuant to Listing Rule 10.15 to allow them to assess the resolutions in Items 7.1 to 7.4:

(i) NEDs

Items 7.1 – 7.4 seek approval for the issue of Shares under the NED Share Plan. The NEDs are directors of the Company and fall within ASX Listing Rule 10.14.1. The current remuneration of each NED is detailed below in the illustrative examples.

(ii) Number and price of securities

The maximum number of Shares that can be granted under the Executive Share Plan is 26,000,000. Shares will accrue on a quarterly basis and the number of Shares to be issued will typically be determined at the end of each quarter based on a volume weighted average market price calculation. Accordingly, the number of Shares which may be issued to current and future NEDs under the NED Share Plan cannot be precisely calculated in advance.

The number of Shares to be issued to each NED will be determined by dividing the NED's Fees (defined below) for a quarter by the volume weighted average market price of the Shares on ASX over the 20 trading day period ending on the business day prior to the relevant allocation date (**Market Value**) for a quarter. The allocation date is:

- (a) in respect of the first quarter of FY25, the first business day following the 2024 AGM; and
 - (b) in respect all subsequent quarters, the first business day following the conclusion of that quarter,
- unless otherwise resolved by the Board.

Fractional entitlements to Shares will be disregarded.

The fees of a NED (**Fees**) include:

- the gross amount payable by the Company by way of annual remuneration to the NED for his or her services as a director or as a member of any standing committee of the Board, but, unless the Board determines otherwise, excludes any special and additional remuneration paid out of the funds of the Company for any extra services performed or special exertions made by the NED; plus
- the gross amount (if any) payable by a subsidiary of the Company by way of remuneration to the NED for his or her services as a director of that subsidiary; plus
- such other amount as the Board determines for the purposes of the NED Share Plan from time to time,

but excluding all compulsory superannuation amounts paid or to be paid by the Company or a subsidiary of the Company on behalf of the NED.

If at any time the Board determines that the issue of Shares to a NED would result in the Company breaching the Constitution, the Listing Rules, or any applicable law or is otherwise inappropriate in the circumstances, the Company will not issue shares to that NED.

The NED Share Plan limits the aggregate number of Shares that may be issued under the plan to 26,000,000 Shares.

Illustrative examples of the potential number of Shares to be issued to each NED under the NED Share Plan are outlined further below.

(iii) Securities previously issued to the NEDs for which approval is being sought

The NEDs for which approval is sought in Items 7.1 – 7.4 have not previously received any Shares under the NED Share Plan.

(iv) Persons who are entitled to participate in the Non-Executive Share Plan

Listing Rule 10.15.11 states that the notice of meeting to approve the acquisition of securities under Listing Rule 10.14 must include a statement to the effect that any additional persons who become entitled to participate in the employee incentive scheme after the resolution is approved and who are not named in the notice of meeting will not participate until approval is obtained under Listing Rule 10.14. The Company has applied for and the ASX has granted, a waiver to this listing rule to the extent necessary to permit the Notice, in relation to Items 7.1 - 7.4, to state that the NEDs in office from time to time may participate in the NED Share Plan without naming them.

As at the date of this Notice, the names of all people who are entitled to participate in the NED Share Plan are Christine Emmanuel-Donnelly, Ms Janelle Delaney, Mr Andrew Grant and Ms Fiona Bones, being all of the NEDs of the Company. Future NEDs in office from time to time may also participate in the NED Share Plan.

As stated above, a NED may hold Shares issued under the NED Share Plan directly or transfer them to a trustee or nominee to hold the Shares for the NED.

(v) Terms of any related loan

There will be no loan provided in relation to the issue of Shares to NEDs.

(vi) Timing of grant

If Items 7.1 – 7.4 are approved by Shareholders, the Company proposes to issue Shares in respect of the first quarter of the FY25 Participation Period, on the first business day following the 2024 AGM and in respect all subsequent quarters for the FY25 Participation Period and Subsequent Participation Periods, on the first business day following the conclusion of that quarter, unless the Board resolves otherwise. No Shares will be issued to the NEDs under the NED Share Plan later than 3 years after the 2024 AGM, unless Shareholder approval for the issue of Shares under NED Share Plan is refreshed prior to that date.

(vii) Other information

Details of any Shares issued will be published in each annual report of the Company relating to a period in which Shares have been issued. The annual report will also state that approval for the issue of Shares was obtained under Listing Rule 10.14.

Voting exclusions

The Company will disregard any votes cast in favour of the resolutions in the proposed Items 7.1 to 7.4 (inclusive) by or on behalf of any NED of the Company, and any associate of the NEDs. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Voting Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form to vote as the proxy decides.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on the resolutions in proposed Items 7.1 – 7.4 (inclusive) unless:

- (a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed Items 7.1 – 7.4; or
- (b) the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on the proposed Items 7.1 – 7.4 even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Item 7.1 - Illustrative example – Issue of Shares to Ms Christine Emmanuel-Donnelly

For FY25, Ms Christine Emmanuel-Donnelly's gross annual NED fee is \$198,000. Accordingly, as an illustrative example, assuming a Market Value of A\$0.05, 30% of the NED fee would result in a total of 1,188,000 Shares issued to Ms Christine Emmanuel-Donnelly in respect of the FY25 Participation Period. Based on the current issued share capital of the Company, this would dilute Shareholders by 0.06%.

A greater or lower number of Shares may be issued under the NED Share Plan to Ms Emmanuel-Donnelly in respect of the FY25 Participation Period and Subsequent Participation Periods depending on factors such as the share price when Shares are issued to NEDs under the NED Share Plan and the level of Ms Emmanuel-Donnelly's compensation from time to time.

Board recommendation

The Board, (with Ms Emmanuel-Donnelly abstaining) recommends that Shareholders vote FOR the resolution in Item 7.1.

Item 7.2 - Illustrative example – Issue of Shares to Ms Janelle Delaney

For FY25, Ms Janelle Delaney's gross annual NED fee is \$112,000. Accordingly, as an illustrative example, assuming a Market Value of A\$0.05, 30% of the NED fee would result in a total of 672,000 Shares issued to Ms Delaney in respect of the FY25 Participation Period. Based on the current issued share capital of the Company, this would dilute Shareholders by 0.03%.

A greater or lower number of Shares may be issued under the NED Share Plan to Ms Delaney in respect of the FY25 Participation Period and Subsequent Participation Periods depending on factors such as the share price when Shares are issued to NEDs under the NED Share Plan and the level of Ms Delaney's compensation from time to time.

Board recommendation

The Board, (with Ms Delaney abstaining) recommends that Shareholders vote FOR the resolution in Item 7.2.

Item 7.3 - Illustrative example – Issue of Shares to Andrew Grant

For FY25, Mr Andrew Grant's gross annual NED fee is \$112,000. Accordingly, as an illustrative example, assuming a Market Value of A\$0.05, 30% of the NED fee would result in a total of 672,000 Shares issued to Mr Grant in respect of the FY25 Participation Period. Based on the current issued share capital of the Company, this would dilute Shareholders by 0.03%.

A greater or lower number of Shares may be issued under the NED Share Plan to Mr Grant in respect of the FY25 Participation Period and Subsequent Participation Periods depending on factors such as the share price when Shares are issued to NEDs under the NED Share Plan and the level of Mr Grant's compensation from time to time.

Board recommendation

The Board, (with Mr Grant abstaining) recommends that Shareholders vote FOR the resolution in Item 7.3.

Item 7.4 - Illustrative example – Issue of Shares to Fiona Bones

For FY25, Ms Fiona Bones' gross annual NED fee is \$112,000. Accordingly, as an illustrative example, assuming a Market Value of A\$0.05, 30% of the NED fee would result in a total of 672,000 Shares issued to Ms Bones in respect of the FY25 Participation Period. Based on the current issued share capital of the Company, this would dilute Shareholders by 0.03%.

A greater or lower number of Shares may be issued under the NED Share Plan to Ms Bones in respect of the FY25 Participation Period and Subsequent Participation Periods depending on factors such as the share price when Shares are issued to NEDs under the NED Share Plan and the level of Ms Bones' compensation from time to time.

Board recommendation

The Board, (with Ms Bones abstaining) recommends that Shareholders vote FOR the resolution in Item 7.4.

Item 8: Renewal of proportional takeover provision

Rule 27 of the Company's Constitution contains proportional takeover approval provisions that prohibit ImpediMed from registering a transfer of Shares under a proportional takeover bid unless the bid is approved by resolution passed by Shareholders in a general meeting.

Under the Corporations Act, the proportional takeover approval provisions in a company's constitution must be renewed every three years or they will cease to have effect.

As the proportional takeover provisions in the Constitution have lapsed, the Company is seeking Shareholder approval, by special resolution, to refresh such provisions in accordance with the Corporations Act.

If Item 8 is approved by Shareholders, the proportional takeover provisions will be renewed and have effect on the terms set out in the amended Constitution until 19 November 2027.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal or refresh of proportional takeover provisions in a constitution.

What is a proportional takeover bid?

A proportional takeover bid is a takeover bid where an offer is made to each shareholder of a company to acquire a specified proportion only of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

The effect of the proportional takeover provisions

The effect of the proportional takeover provisions in rule 27 of the Company's Constitution is that if a proportional takeover bid is made for the Company, ImpediMed must refuse to register a transfer of Shares giving effect to any acceptance of any such bid unless the takeover bid is approved by Shareholders in general meeting.

In the event that a proportional takeover bid is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period or such later date as approved by ASIC, the resolution will be deemed to have been approved. This effectively means that Shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of Shares under the proportional takeover bid may be registered, provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on.

The proportional takeover provisions do not apply to full takeover bids and, if refreshed, will only apply until 20 November 2027, unless again renewed by Shareholders by passing a special resolution.

Reasons for proposing the resolution

Without the proportional takeover approval provisions, a proportional takeover bid may result in control of the Company passing without Shareholders having the opportunity to dispose of all of their Shares to the bidder. This could result in control of ImpediMed passing to the bidder without the payment of an adequate control premium and with Shareholders left as a minority interest in the Company.

The proportional takeover provisions lessen this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The Directors consider that it is appropriate for Shareholders to have this right.

No knowledge of any acquisition proposals

At the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover provisions

The Corporations Act requires Shareholders to be given a statement which examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed or refreshed. A statement of advantages and disadvantages is set out below.

Potential advantages and disadvantages

The refresh of the proportional takeover provisions will allow Directors to formally ascertain Shareholders' views on a proportional takeover bid. Otherwise, the Directors consider that the proposed refresh of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the refresh of the proportional takeover provisions for Shareholders are:

- a. they give Shareholders a say in determining whether a proportional takeover bid should proceed;
- b. they may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- c. they may assist Shareholders in not being locked in as a minority interest;
- d. they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- e. knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that bid.

However, the Directors note that refreshing the proportional takeover provisions may have the following disadvantages for Shareholders:

- a. discourage the making of proportional takeover bids in respect of the Company and may reduce any speculative element in the market price of Shares arising from the possibility of a takeover bid being made;
- b. depress the Share price or deny Shareholders an opportunity of selling some of their Shares at a premium;
- c. reduce the likelihood of a proportional takeover bid being successful; and
- d. be considered to constitute an unwarranted restriction on the ability of Shareholders to deal freely with their Shares.

However, the Directors do not perceive these or any other possible disadvantages as a justification for not refreshing the proportional takeover provisions so that they apply for the next three years and consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh these possible disadvantages.

Board recommendation

The Board recommends that Shareholders vote **FOR** the resolution in Item 8.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies **FOR all Resolutions**.

Glossary of key terms

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| 2020 AGM | the meeting held on 28 October 2020 |
| 2021 AGM | the meeting held on 10 October 2021 |
| 2024 AGM | the meeting convened by the Notice |
| A\$ or \$ | Australian dollars |
| AEDT | Australian Eastern Daylight Savings Time as observed in Sydney, Australia |
| Annual General Meeting, AGM or Meeting | the meeting convened by the Notice |
| ASX | ASX Limited ACN 008 624 691 |
| ASX Principles | ASX Corporate Governance Principles and Recommendations (4 th edition) |
| Board | the board of directors of the Company |
| Closely Related Party | as defined in section 9 of the Corporations Act |
| Company or ImpediMed | ImpediMed Limited ACN 089 705 144 (ASX code: IPD) |
| Constitution | the Company's constitution |
| Corporations Act | <i>Corporations Act 2001</i> (Cth) |
| Directors | the current directors of the Company |
| EIP | the Employee Incentive Plan adopted by the Board on 2 October 2014 (as amended from time to time), approved by Shareholders at the 2017 AGM, at the 2020 AGM and at the 2021 AGM (and includes the US Sub-Plan) |
| Entitlement Time | 7.00pm (AEDT) on Sunday, 17 November 2024 |
| Explanatory Memorandum | the Explanatory Memorandum accompanying and forming part of the Notice |
| Group | the Company and subsidiaries of the Company. |
| Incentive | a Share, an Option or a Performance Right |
| Items | the resolutions set out in the Notice, or any one of them, as the context requires |
| Key Management Personnel (or KMP) | as defined in section 9 of the Corporations Act |
| Listing Rules | the Listing Rules of the ASX |
| NED Share Plan | the Non-executive Director Share Plan approved the Board on 01 October 2019. |
| Notice or Notice of Meeting or Notice of Annual General Meeting | this notice of annual general meeting and the Explanatory Memorandum accompanying the Notice and the Voting Form |
| Option | an option to acquire a Share under the EIP |
| Performance Right | a performance right to acquire a Share under the EIP |
| Proxy Deadline | 11.00am (AEDT) on Sunday, 17 November 2024 |
| Related Body Corporate | as defined in section 50 of the Corporations Act |
| Remuneration Report | the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2024 |



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| Share | a fully paid ordinary share in the capital of the Company |
| Share Registry | Link Market Services Limited |
| Shareholder | a holder of a Share |
| US Sub-Plan | the United States sub-plan of the EIP |
| Voting Form | the voting form accompanying the Notice |

APPENDIX 1

SUMMARY OF THE TERMS OF THE EMPLOYEE INCENTIVE PLAN

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| Plan overview | The Board may, in its absolute discretion, offer to issue Incentives as part of its long-term incentive strategy to an Eligible Employee under the EIP, and such offer may be accepted by the Eligible Employee. |
| Eligible Employees and Participants | Any permanent full time or part time employee of the Group is eligible to participate in the EIP and to be offered Incentives if he or she satisfies the criteria or other performance conditions that the Board determines from time to time. Once an Eligible Employee accepts an offer they will become a Participant. |
| Plan limit | The Company must not issue Incentives if the maximum number of Shares issued or which may be issued under the EIP (including any sub-plan) on exercise or vesting of Incentives would exceed 10% of the Company's total issued share capital at the time of the proposed issue |
| Vesting condition | The Board will determine whether any performance hurdles or other conditions (including as to time) will be required to be met (Vesting Conditions) before the Incentives which have been issued under the Plan can vest. Performance Rights will automatically vest on the Business Day after the relevant Vesting Conditions have all been satisfied and; <ul style="list-style-type: none"> • in respect of Performance Rights issued before 1 July 2024, the Company must issue Shares at that time; and • in respect of Performance rights issued on or after 1 July 2024, following satisfaction of the Vesting Conditions, a Participant may provide to the Company a Performance Rights exercise notice stating the number of vested Performance Rights to be exercised and upon receipt of the Performance Rights exercise notice, at which time the Company must issue Shares <p>The Board has discretion to waive or vary any Vesting Condition or determine that any Vesting Condition is satisfied notwithstanding that it may not be.</p> |
| Issue price | Unless otherwise determined by the Board, Incentives will be issued for nil consideration under the EIP on the basis that they represent valid consideration for the Eligible Employee's performance as an employee. |
| Exercise price | The exercise price for Incentives is as determined by the Board at the time of issue. An Option will generally have a cash exercise price of greater than nil and a Performance Right will have an exercise price of nil. |
| Exercise period | The terms for exercise, including the exercise period, are stated in the offer letter. Any vested Incentives must not be exercised during a closed period prescribed in the Company's Trading Policy. |
| Lapse | Once on issue, Incentives will lapse on the first to occur of: <ul style="list-style-type: none"> • the stated expiry date; • a Participant failing to meet the stated vesting conditions within the prescribed period; • a Participant ceasing to be employed by the Group due to resignation or retirement: <ul style="list-style-type: none"> • for vested Options, 30 days after the date of cessation of employment (or such longer period as the Board determines); and • for unvested Incentives, the date of cessation of employment (or such longer period as the Board determines); |

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| | <ul style="list-style-type: none"> • a Participant ceasing to be employed by the Group due to redundancy, or the Participant's death, permanent illness or permanent physical or mental incapacity: <ul style="list-style-type: none"> • for vested Options, six months after the date of cessation of employment (or such longer period as the Board determines); and • for unvested Incentives, the date of cessation of employment (or such longer period as the Board determines); • a Participant ceasing to be employed by the Group for any other reason: <ul style="list-style-type: none"> • for vested Options, 30 days after the date of cessation of employment (or such longer period as the Board determines); and • for unvested Incentives, the date of cessation of employment (or such longer period as the Board determines); and • a determination by the Board that causes the Incentive to be forfeited (e.g. fraud by the Participant). |
| Rights and restrictions of Incentives | <ul style="list-style-type: none"> • Incentives are not entitled to receive a dividend. Any Shares issued upon vesting of Incentives are only entitled to dividends if they are issued on or before the relevant dividend entitlement date. • Shares issued under the EIP rank equally in all respects with other Shares on issue. • In the event of a reconstruction of the Company (consolidation, subdivision, reduction, cancellation or return), the terms of any outstanding Incentives will be amended by the Board to the extent necessary to comply with the ASX Listing Rules at the time of reconstruction. • Any bonus issue of securities by way of capitalisation of profits or share capital account, will confer on each Incentive the right: <ul style="list-style-type: none"> • to receive on exercise or vesting of those Incentives, not only an allotment of one Share for each of the Incentives exercised or vested but also an allotment of the additional Shares and/or other securities the Participant would have received had the Participant participated in that bonus issue as a holder of Shares of a number equal to the Shares that would have been allotted to the Participant had they exercised those Incentives or the Incentives had vested immediately before the date of the bonus issue; and • to have profits, reserves or share premium account, as the case may be, applied in paying up in full those additional Shares and/or other securities; • Subject to a reconstruction or bonus issue, Incentives do not carry the right to participate in any new issue of securities including pro-rata issues. • The Participant must comply with the Company's Trading Policy and the Constitution in respect of any Shares that may be issued under the EIP. Subject to law, any restriction in a Participant's offer letter and the Company's Trading Policy, there will be no other restrictions on the sale, transfer or disposal of Shares once issued. • Incentives will not be quoted on ASX. The Company will apply for quotation of any Shares issued under the EIP. |
| Assignability | A Participant cannot sell, assign, transfer or otherwise dispose of an Incentive except to his or her Associate. |
| Administration | The EIP is administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation. |
| Change of control | If, in the opinion of the Board, a Change of Control Event has occurred, or is likely to occur, the Board may declare an Incentive to be free of any Vesting Conditions. Incentives which are so declared may, subject to any other rule, be exercised at any time on or before the relevant expiry date and in any number. |

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| | <p>Change of Control means where:</p> <ul style="list-style-type: none"> • a takeover bid is made and a person obtains voting power (as that term is defined in the Corporations Act) of more than 50% and the takeover bid has become unconditional; • a court has sanctioned a compromise or arrangement (other than for the purpose of, or in connection with, a scheme for the reconstruction of the Company); or • any other transaction which the Board determines will result in a change in control of the Company. |
| Amendments | <p>Subject to the ASX Listing Rules, the Board may amend the EIP at any time, but may not do so in a way which reduces the rights of Participant's existing rights without their consent, unless the amendment is to comply with the law, to correct an error or similar.</p> <p>The Board may also formulate (and subsequently amend) various sets of special terms to apply to persons employed, resident in or who are citizens of countries other than Australia. Each set of special terms is to be restricted in their application to those persons employed, resident in or who are citizens of the foreign country or countries specified by the Board.</p> <p>The Company has established the US Sub-Plan for Participants who are residents or citizens of the United States.</p> |
| Termination and suspension | <p>The EIP may be terminated or suspended at any time by resolution of the Board but any such suspension or termination will not affect nor prejudice rights of any Participant holding Incentives at that time.</p> |

SUMMARY OF THE TERMS OF THE US SUB-PLAN

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| Administration | <p>The US Sub-Plan may be administered by the Board or a committee of the Board, which has the discretion to offer awards to any consultant, employee or executive or non-executive director of the Group.</p> <p>The US Sub-Plan is effective for a period of ten years from the date of its adoption by the Board (19 June 2024) (unless terminated earlier by the Board).</p> <p>The Board may amend or terminate the US Sub-Plan at any time and for any reason, subject to obtaining Shareholder approval (if required by applicable laws). Any amendment or termination does not affect any awards previously granted under the US Sub-Plan.</p> |
| Plan limit | <p>The maximum number of Shares which may be issued under the US Sub-Plan must not exceed 10% of the Company's total issued share capital from time to time, provided that in no case shall more than 100 million Shares be issued under the US Sub-Plan. The maximum aggregate number of Shares that may be issued under the US Sub-Plan pursuant to the exercise of ISOs also must not exceed 100,000,000 Shares.</p> <p>The limit on Shares issued under the US Sub-Plan (including pursuant to the exercise of ISOs) was previously 35 million Shares but this was increased by the Board in August 2020 to provide US employees access to beneficial tax treatment. The overall plan limit of the EIP remains unchanged. The increase in the plan limit of the US Sub-Plan represents a re-allocation from the EIP.</p> <p>Please note that the limit on Shares issued under the EIP is inclusive of the Shares issued under the US Sub-Plan. Accordingly, the Board will not issue Incentives under the US Sub-Plan which, once exercised or vested, would result in Shares being issued under the EIP and the US Sub-Plan which <u>together</u> would comprise more than 10% of the Company's issued capital at the issue date (subject also to the 100 million Share limit under the US Sub-Plan).</p> |
| Options | <p>The exercise price of an Option will not be less than the fair market value of a Share on the date of grant of the Option. The determination of "fair market value" under the US Sub-Plan shall in all cases be determined by the Board and in accordance with the EIP.</p> <p>An Incentive must be granted within ten years after 19 June 2024, being the date of adoption of the US Sub-Plan by the Board.</p> |

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| <p>US Internal Revenue Code section 422</p> | <p>An Option issued under the US Sub-Plan may be intended to constitute an ISO within the meaning of Section 422 of the USA Internal Revenue Code of 1986 as amended (Code). An ISO may not be exercised after ten years of its date of grant.</p> <p>The US Sub-Plan is intended to contain the necessary plan documentation for shareholder approval to allow Options to be issued as ISOs.</p> |
| <p>Taxes</p> | <p>Participants must make arrangements satisfactory to the Company for the satisfaction of any withholding tax obligations.</p> <p>Each Option under the US Sub-Plan is intended to be exempt from the requirements of Code Section 409A and shall be interpreted and administered in a manner consistent with such intention.</p> |
| <p>General</p> | <p>The Company's obligation to issue securities under the US Sub-Plan is subject to any restrictions in the Corporations Act or the ASX Listing Rules.</p> |