

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of ITL Health Group Limited will take place at Level 4, 59 Wentworth Avenue, Kingston ACT, 2604, on Tuesday 25 October 2022 at 10.00am AEDT.

In accordance with clause 5.1(d) of the Company's Constitution, the meeting is being held from the above address **and attendance for members will only be by way of telephone conference. Shareholders are strongly encouraged to vote early by lodging the proxy form attached to this Notice before the meeting.**

### BUSINESS

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company and its controlled entities and the related reports of the Directors and auditor for the year ended 30 June 2022, and to provide Shareholders with the opportunity to raise any issues or ask any questions of the Directors. (The Annual Report has been emailed and is available to shareholders on the ITL website).

#### 2. RE-ELECTION OF DIRECTOR

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

**Resolution 1**     ***"Resolved, that Mr. Andrew Turnbull in accordance with the company constitution be re-elected as a Director of the company."***

Note: The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

#### 3. OTHER BUSINESS

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

#### 4. CLOSE OF MEETING

## **Voting Exclusion Statement**

There are no voting exclusions.

## **Proxies**

The Company will accept a vote if it is cast as a proxy for a shareholder who is entitled to vote on the Resolutions if:

- a. the proxy, votes in accordance with the directions of the shareholder on the proxy form; or
- b. by the Chairman of the Meeting under the directions on the proxy form.

The Chairman will vote all undirected proxies in favour of these resolutions. If you wish to vote “against” or “abstain” you should mark the relevant boxes in the attached proxy form.

## **OTHER INFORMATION**

An Explanatory Memorandum accompanies and forms part of this Notice.

All Shareholders should read the Explanatory Memorandum carefully in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

**Due to restrictions and safety precautions in the current environment attendance at the Annual General Meeting will only be via teleconference.**

## **NOTES**

### **Voting entitlement**

The Directors have decided that for the purpose of determining entitlements to attend and vote at the Meeting, Shares will be taken to be held by the persons who are the registered holders at 7:00pm (AEDT) on Friday 17th September 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### *How to vote*

Shareholders entitled to vote at the Meeting may vote:

- by attending the Meeting virtually and following the instructions for online voting
- by voting online prior to the meeting at [www.votingonline.com.au/itlagm2022](http://www.votingonline.com.au/itlagm2022);
- by appointing an attorney to attend the Meeting and vote on their behalf or, in the case of corporate shareholders or proxies, a corporate representative to attend the Meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

To vote by attorney at this Meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by ITL before 10:00am (AEDT) on Sunday, 23 October 2022 in any of the following ways:

- by hand delivery to:  
  
Boardroom Pty Limited Level 12  
Grosvenor Place 225 George Street  
Sydney NSW 2000

- or by post to:

Boardroom Pty Limited GPO Box 3993  
Sydney NSW 2001

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless ITL received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned meeting.

#### *Voting by proxy*

Shareholders wishing to vote by proxy at this Meeting must:

- complete and sign or validly authenticate the proxy form, which is enclosed with this Booklet;
- and
- deliver the signed and completed proxy form to ITL by 10:00am (AEDT) on Sunday, 23 October 2022 in accordance with the instructions below.

#### *Submitting proxy votes*

Shareholders wishing to submit proxy votes for the Meeting must return the enclosed proxy form to the Registry in any of the following ways:

- by hand delivery to or by post as per the instructions for powers of attorney;
- or by facsimile to:  
02 9290 9655 from within Australia, or +61 2 9290 9655 from outside Australia

#### *Online voting*

Shareholders may place their proxy vote via an online service. To vote online Shareholders should go to and follow the instructions at:

[www.votingonline.com.au/itlagm2022](http://www.votingonline.com.au/itlagm2022)

#### *Notes for proxies*

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote at the Meeting on that Shareholder's behalf.
2. A proxy need not be a Shareholder.
3. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Shareholder's proxy.
4. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.
5. A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular Resolution. If an appointment directs the way the proxy is to vote on a particular Resolution:
  - if the proxy is the Chairman of the Meeting - the Chairman must vote on a poll and must vote in the way directed; and

- if the proxy is not the Chairman of the Meeting - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed.
6. If a proxy appointment is signed or validly authenticated by the Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman of the Meeting may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the ITL Company Secretary.
7. If:
- a Shareholder nominates the Chairman of the Meeting as the Shareholder's proxy; or
  - the Chairman of the Meeting is to act as proxy if a proxy appointment is signed by a Shareholder but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,
- then the person acting as Chairman of the Meeting in respect of an item of business at the Meeting, must act as proxy under the appointment in respect of that item of business.
8. To the extent permitted by law, proxy appointments in favour of the Chairman of the Meeting, ITL Company Secretary or any Director which do not contain a direction will be voted in support of all Resolutions.

#### *Corporate representatives*

- To vote at the virtual Meeting, a Shareholder or proxy which is a body corporate may appoint an individual to act as its representative.
- To vote by corporate representative at the Meeting, a corporate Shareholder or proxy should obtain an Appointment of Corporate Representative Form from the Registry and complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the Meeting.
- The appointment of a representative may set out restrictions on the representative's powers.
- The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.
- The Chairman of the Meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

#### **Jointly held shares**

If Shares are jointly held, only one of the Shareholders can vote. If more than one joint Shareholder votes, only the vote of the Shareholder whose name appears first on the register of Shareholders will be counted.

By order of the Board



**Trevor Doolan**  
**Company Secretary**  
**1 October 2022**

## EXPLANATORY MEMORANDUM

The information contained in the Notice of Meeting and the documents accompanying the Notice of Meeting should be read in conjunction with this Explanatory Memorandum. This Explanatory Memorandum forms part of the Notice of Meeting.

This Explanatory Memorandum is given to the shareholders of the Company (Shareholders) for the purpose of providing information known to the Company that is material to the Shareholders deciding how to vote on each resolution set out in the Notice of Meeting.

### **AGENDA ITEM 1 –FINANCIAL STATEMENTS AND REPORTS**

As required by section 317 of the Corporations Act, ITL will present its annual financial report, Directors' report, and auditor's report for the year ended 30 June 2022 to its Shareholders at the Meeting for comment. There is no requirement for Shareholders to approve these reports. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, any aspect of the report they wish to discuss.

Shareholders will be given a reasonable opportunity to ask representatives from the auditor any questions about the conduct of the audit and the content of the auditor's report.

### **AGENDA ITEM 2 – RE-ELECTION OF DIRECTOR**

In accordance with the constitution of ITL the entity must hold an election of directors each year. Mr Andrew Turnbull retires at this Meeting and being eligible, offers himself for re-election. Please refer to the Directors' Report in the Annual Report for a profile of Mr. Turnbull.

The Directors (other than Mr Andrew Turnbull who, given his interest in the outcome of this Resolution, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

## **Glossary**

In this Explanatory Memorandum, and the Notice of Meeting:

**AGM** means annual general meeting.

**Associate** has the meaning given in sections 12 and 16 of the Corporations Act.

**Attendance** or any reference to attending the meeting, refers to attendance at the Annual General Meeting via the online platform being used

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

**Chairman** means the chairman of the Meeting.

**Closely Related Parties** means closely related party of a Key Management Personnel and includes (among others), a spouse, child or dependent of the Key Management Personnel and a company controlled by the Key Management Personnel.

**Company** means ITL Health Group Limited.

**Constitution** means the constitution of the Company.

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

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

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, whether directly or indirectly.

**Meeting** means the annual general meeting of the Company the subject of this Notice of Meeting scheduled to occur on 25 October 2022.

**Notice** means the notice of meeting in respect of the Meeting.

**Resolution** means a resolution to be considered by Shareholders at the Meeting set out in the Notice.

**Section** means a section of the Corporations Act 2001.

**Shareholder** means a holder of a Share.

**Share** means an ordinary share in the capital of the Company.

## **AGM Attendance Guide ITL Health Group Limited 2022**

As stated, this years' AGM will only be able to be attended virtually via an audio link. Attendance in person is not allowed.

To register for the AGM please:

Login to

1. <https://kapara.rdbk.com.au/landers/c925ac.html>.
2. Enter your Investor ID (refer to proxy form for number under the barcode) and postcode. If you are an overseas shareholder enter OS in the postcode field.
3. On shareholder verification an email will be sent to your registered email address confirming your registration and the dial-in details for the AGM, as well as an individual PIN number to be used for the dial-in. If you don't provide an email address you will need to contact the company secretary to get a PIN to be able to attend meeting.
4. Dial-in as appropriate for the AGM noting the time and date in the Notice of Meeting.

**It is recommended that all shareholders ensure that their email addresses are entered and correct via [www.boadroomlimited.com.au](http://www.boadroomlimited.com.au) and change their communication preferences to email.**