

Notice of 2025 Annual General Meeting

20 October 2025

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Monash IVF Group Limited (the **Company** or **Monash IVF Group**) will be held in person and available online on **Thursday, 20 November 2025 at 2pm (AEDT)**.

Shareholders may choose to attend the meeting in person or virtually.

In person: KPMG
 Tower Two
 Level 36, Meeting room 36.17
 Collins Square
 727 Collins Street
 Melbourne VIC 3008

Virtually: To access the meeting, please enter the following link into your web browser on your computer or online device – <https://meetings.openbriefing.com/MVF25>

The Virtual Meeting platform will enable Shareholders to:

- See the Meeting presentation material and listen to the Meeting live;
- Vote online during the Meeting;
- Participate, ask questions and make comments online (orally and electronically) during the Meeting.

Voting on all resolutions will be conducted by a poll.

Shareholders may also cast their votes at the Meeting by appointing a proxy (preferably the Chairman of the Meeting) by 2pm on Tuesday 18 November 2025 or voting online during the Meeting.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned meeting to Shareholders.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will provide Shareholders with as much notice as practicable. Further information will be made available on the Company's website and the ASX platform.

www.monashivfgroup.com.au

Business of the AGM

Item 1 - Consideration of Monash IVF Group Financial Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the year ended 30 June 2025.

Item 2 – Adoption of the Remuneration Report (non-binding advisory vote)

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

"That the Remuneration Report, which forms part of the Director's Report for the year ended 30 June 2025, be adopted."

Note: As per the Corporations Act 2001 section 250R, the vote on this resolution will be advisory only and will not bind the Directors of the Company. A voting exclusion statement applies to this resolution as per the Explanatory Notes in this document.

The Chair of the meeting intends to vote all available proxies in favour of Item 2.

Item 3 – Re-election of Directors

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

- 3a *"That Mr Richard Davis, a Non-Executive Director of the Company, and being eligible, offers himself for election, be re-elected as a Director of the Company."*
- 3b *"That Ms Zita Peach, a Non-Executive Director of the Company, and being eligible, offers herself for election, be re-elected as a Director of the Company."*

A summary of each Director's background and experience is set out in the Explanatory Notes of this document.

By order of the Board



Malik Jainudeen
Company Secretary

20 October 2025

Notice of Annual General Meeting

Annual Report

Monash IVF Group Annual Report is accessible via the website <https://www.monashivfgroup.com.au/investor-centre/annual-reports/>

Eligibility to Vote

For the purpose of determining entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered holders at 7.00pm (AEDT) on Tuesday 18 November 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Participating at the Meeting

Shareholders are requested to participate in the AGM in person or virtually via our virtual AGM platform at <https://meetings.openbriefing.com/MVF25> Direct Voting Form or the appointment of a proxy. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://meetings.openbriefing.com/MVF25> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxyholders will need their proxy code which MUFU Corporate Markets will provide via email within 24 hours prior to the Meeting. Alternatively, the proxy code can be obtained by calling the Share Registry on 1800 990 363 the day of the meeting.

Shareholders can also ask questions and make comments verbally during the AGM. Shareholders will need to contact MUFU Corporate Markets on +61 1800 990 363 before 5.00pm AEDT by Tuesday 18 November 2025 to obtain a personalised PIN number, to ask a question or make a comment via the telephone. If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question or make a comment verbally – however, you can still submit questions or make comments in the other ways described below.

To ask a question or make a comment via telephone please dial 1800 870 861 or +61 2 9189 8866 after 1:45pm on the day of the Meeting. You will receive instructions on how to ask a question or make a comment during the Meeting from the phone moderator.

More information about how to participate in the Meeting by telephone is available in the Virtual Meeting Guide available at [AGMs | Monash IVF Group](#) or by contacting MUFU Corporate Markets on 1800 990 363 or +61 1800 990 363.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide.

All shareholders will have a reasonable opportunity to ask or submit questions or make comments during the AGM via the virtual AGM platform at the appropriate time while the meeting is in progress, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to ask and submit questions and make comments, Shareholders are requested to observe the following:

- all Shareholder questions and comments should be articulated or stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions and comments about the performance, business or management of the Company;
- if a Shareholder has more than one question or comment on an item, all questions and comments should be asked or submitted at the one time; and
- Shareholders should not ask questions or make comments at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with this Notice and is also available on the Company's website: [AGMs | Monash IVF Group](#).

We will attempt to address the more frequently asked questions during the Acting CEO's presentations to the Meeting.

Voting by Proxy

To provide Shareholders with ease and convenience, whilst the meeting can be attended in person, the Meeting will also be available virtually. Shareholders may participate in the Meeting online via the Virtual Meeting platform provided by MUFG Corporate Markets – <https://meetings.openbriefing.com/MVF25>

You may still participate by lodging a proxy vote prior to the Meeting or vote in person at the Meeting or online during the Meeting (described in further detail below).

In accordance with section 249L of the Corporations Act 2001 (Cth), a shareholder may attend the AGM and vote or may appoint a proxy to vote on the shareholder's behalf.

A member who is entitled to cast 2 or more votes but prefers to use a proxy vote may appoint no more than 2 proxies. If 2 proxies are appointed, the proportion or number of votes each proxy is entitled to exercise may be specified. If no proportion or vote number is specified, each proxy may exercise half the number of votes.

A proxy does not need to be a Shareholder. A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM.

If a Shareholder has not directed the proxy on how to vote, the proxy may vote as the proxy deems fit, and similarly if the Shareholder appoints the Chair of the AGM as proxy but does not direct the Chair on how to vote on an item, the Chair will vote in accordance with his voting intention as stated, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

If a Shareholder appoints a member of the Company's key management personnel (which includes each Director) or one of their closely related parties as a proxy, the person is not permitted to cast the Shareholder's votes on Item 2, unless the Shareholder directs the person how to vote or the Chairman is the Shareholder's proxy.

Lodging your Proxy Form

Proxy forms should be lodged online at [MUFG Corporate Markets](#) in accordance with the instruction provided on the website. To use this facility, you will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). This is located on the front of your Shareholder letter and you will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you can lodge your completed and signed proxy form (together with any power of attorney or other authority under which the appointment was signed, or a certified copy of the authority, letter of representation, or power of attorney) and received by 2pm on Tuesday, 18 November 2025. This can be returned by:

- a) Post to:
Monash IVF Group Ltd
c/- MUFG Corporate Markets (AU) Limited
Locked Bag A14, Sydney South NSW 1235
- b) By Hand:
MUFG Corporate Markets (AU) Limited Parramatta Square
Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
- c) Fax to MUFG Corporate Markets on +61 2 9287 0309

Proxy voting by the Chair

The Chairman intends to vote undirected proxies in favour of all proposed resolutions. In the event that there is a change to the Chairman's intention to vote it will be announced on the Monash IVF Group website before the AGM. The Chairman's decision on how to vote on all occasions is conclusive.

Where the Chair is appointed as a Shareholder's proxy on Item 2 or Item 3, (or he becomes your proxy by default) and the Shareholder has not specified the way in which the Chair is to vote on Item 2 or Item 3, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business.

Corporate Representatives

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

Voting at the Meeting

In accordance with section 250JA(1)(a) of the Corporations Act, voting on all items of business will be conducted on a poll. You may vote at the Meeting in one of 3 ways:

- In person;
- Using the online platform. We recommend logging into the online platform at least 15 minutes prior to the scheduled start time by entering <https://meetings.openbriefing.com/MVF25> into a web browser on your computer or online device. Securityholders will need their SRN or HIN;
- Proxyholders will need their proxy code which MUFG Corporate Markets will provide via email within 24 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 2pm (Sydney time) on 20 November 2025 and the time at which the Chair announces voting closure.

More information about online participation in the Meetings is available in the Online Platform Guide.

Explanatory Notes

Item 1 - Consideration of Monash IVF Group Financial Reports

The Financial Reports including the Director's Report and Auditor's Report (the **Reports**) for the year ended 30 June 2025 will be laid before the AGM. There is no requirement for a formal resolution on this item. However, the Chairman will allow reasonable opportunity for shareholders to ask questions and make comments on the operations and Management with regard to the Reports. Shareholders may submit written questions in advance of the AGM to KPMG the Company's external auditor, about the content of the Auditor's Report and the conduct of the audit via the Shareholder Questions Form available at <https://www.monashivfgroup.com.au/investor-centre/agms/> and attached to this Notice. Questions to the Auditor must be received by the Share Registry by 5:00pm (AEDT) on Thursday, 13 November 2025. The Auditor is not obliged to provide written answers. KPMG will attend the AGM and the Chairman will provide a reasonable opportunity for Shareholders to ask KPMG questions relevant to:

- the content of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- the policies adopted by the Company in relation to the preparation of any sustainability reports the Company is required to prepare; and
- the independence of the Auditor in relation to the conduct of the audits.

Item 2 – Adoption of the Remuneration Report (non-binding advisory vote)

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its remuneration report for the relevant financial year.

The Company's Remuneration Report for the year ended 30 June 2025 can be found at pages 46-60 of the 2025 Annual Report and outlines the remuneration arrangements of Monash IVF Group in accordance with the requirements of the Corporations Act 2001 and its regulations. The information has been audited as required by section 308 of the Corporations Act 2001.

The Remuneration Report addresses the following issues:

1. Remuneration governance
2. Principles of remuneration and framework
3. Executive remuneration including fixed remuneration and at-risk remuneration
4. Non-executive Director remuneration
5. Details of remuneration for key management personnel
6. Loans to key management personnel
7. Non-executive Director and Key management personnel shareholdings
8. Group performance

Following consideration of the Remuneration Report, the Chairman will give Shareholders reasonable opportunity to ask questions or to comment on the Remuneration Report before the resolution that the Remuneration Report be adopted be put to the vote. The resolution of this item is advisory only and non-binding for the Company or its Directors.

The Directors recommend that Shareholders vote in favour of Item 2.

Voting exclusions

As required by the Corporations Act 2001, the Company will disregard any votes cast on Item 2:

- by or on behalf of any member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 30 June 2025 or any of their closely related parties, regardless of the capacity in which the vote is cast; or
- as proxy by a person who is a member of the Company's KMP at the date of the AGM, or their closely related parties.

However, votes will not be disregarded if they are cast on Item 2 by:

- a person as proxy for a Shareholder entitled to vote on Item 2, in accordance with a direction given to the proxy or attorney on how to vote on Item 2; or
- the Chairman as proxy for a Shareholder entitled to vote on Item 2 appointed in writing that expressly authorises him to vote on the resolution even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Item 3 - Re-election of Directors

In accordance with the Company's constitution, an election of Directors must occur at every Annual General Meeting. The following Directors are standing for election or have offered themselves for re-election (as applicable):

3a Re-election of Mr. Richard Davis as a Director

Mr. Richard Davis was appointed as a non-executive Director in June 2014 and was most recently re-elected at the Company's 2022 annual general meeting.

Mr. Davis has previously served as a non-executive director of ASX listed companies, InvoCare Limited and Australian Vintage Limited (Chairman) having resigned from these directorships in 2023 and 2024 respectively. Richard worked for InvoCare for 20 years until 2008. For the majority of that time he held the position of CEO and managed the growth of that business through a number of ownership changes and over 20 acquisitions, including offshore in Singapore.

Prior to InvoCare Limited, Mr. Davis worked as an accounting partner of Bird Cameron. Mr. Davis holds a Bachelor of Economics from the University of Sydney.

The Company had conducted appropriate checks into Mr. Davis' background and experience. Those checks did not reveal any information of concern.

The Board considers Mr. Davis to be an independent director and there are no interests, positions or relationships that might influence, or reasonably be perceived to influence, in a material respect, Mr. Davis' 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 security holder or other party.

As noted in the Company's ASX announcement of 22 August 2025, Mr. Davis has indicated that a key objective over the next year will be to oversee and support the selection of a new CEO and new Board appointments, as part of implementing the Board succession processes. Upon completion of these objectives, Mr. Davis has indicated his intention to retire from the Board.

The Board (with Mr. Davis abstaining) recommend that Shareholders vote in favour of item 3a as the Board considers that Mr. Davis' extensive finance, strategy, mergers and acquisition and ASX-listed company director experience as detailed above, along with his understanding of the business greatly enhance the Board's capabilities, making him a valuable contributor to the Board.

3b Re-election of Ms. Zita Peach as a Director

Ms. Peach was appointed as a non-executive Director in October 2016 and was most recently re-elected at the Company's 2022 annual general meeting.

Ms. Peach has more than 25 years of commercial experience in the pharmaceutical, biotechnology, medical devices and health services industries, and has worked for major industry players such as CSL Limited, Fresenius Kabi and Merck Sharp & Dohme, the Australian subsidiary of Merck Inc.

Ms. Peach is a Non-Executive Director of three private equity owned companies, Icon Group Pty Ltd, Vet Partners Pty Ltd and Nucleus Network Pty Ltd. Ms. Peach is also the Chair of the Olivia Newton John Cancer Research Institute.

Ms. Peach is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Marketing Institute.

The Board considers Ms. Peach to be an independent director and there are no interests, positions or relationships that might influence, or reasonably be perceived to influence, in a material respect, Ms. Peach's 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 security holder or other party.

The Board (with Ms. Peach abstaining) recommend that Shareholders vote in favour of item 3b as the Board considers that Ms. Peach's extensive health services, strategy, mergers and acquisition and company director experience as detailed above greatly enhance the Board's capabilities, making her a valuable contributor to the Board.