ASX Announcement

Australian Clinical Labs Limited
ABN 94 645 711 128
Registered Office:
1868-1892 Dandenong Road
Clayton VIC 3168
Australia

clinicallabs.com.au

Tuesday 22 September 2026

Australian Clinical Labs Limited - 2026 Annual General Meeting

The following announcements to the market are provided:

- ✓ AGM Notice of Meeting
- ✓ Proxy Form
- ✓ Online Guide from Link Market Services

Australian Clinical Labs Limited 2026 Annual Report (including the 2026 Corporate Governance Statement and 2026 Sustainability Report)

Appendix 4G

– ENDS –

This announcement was authorised for release to ASX by the Company Secretary. For further information regarding this announcement, please contact:

Company Secretary
Eleanor Padman
Company Secretary
Email:
epadman@padmanadvisory.com.au
Phone: +61 (0) 422 002 918

About Australian Clinical Labs

ACL is a leading Australian private provider of pathology services. Our NATA accredited laboratories perform a diverse range of pathology tests each year for a range of clients including doctors, specialists, patients, hospitals and corporate clients. ACL is one of the largest private hospital pathology businesses nationally. ACL is focused on its mission of combining talented people, and medical and scientific leadership, with innovative thinking and technologies to empower decision making that saves and improves patients' lives.

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NOTICE OF ANNUAL GENERAL MEETING 2026

On Wednesday, 28 October 2026 at 2pm AEDT

Dear Shareholders

It is my pleasure to invite you to attend the 2026 annual general meeting (**AGM**) of Australian Clinical Labs Limited (**ACL** or **Company**), to be held online as a virtual meeting on Wednesday, 28 October 2026 at 2pm AEDT. This will be the Company's sixth AGM following its admission to the ASX on 14 May 2021.

To facilitate as many Shareholders joining us as possible, the Board has determined that the AGM will be held as a virtual meeting online. This means that there will not be a physical venue for Shareholders to attend in person. Instead, the AGM will be webcast and Shareholders and their proxies, corporate representatives and attorneys will be able to attend and participate virtually through the AGM Online Platform. Full details of how to join the meeting virtually are contained in the Online Platform Guide which has been lodged with ASX and posted on ACL's website at https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/. Registration will take place online and will commence at 1.30pm AEDT on Wednesday, 28 October 2026 at https://meetings.openbriefing.com/ACL26.

The items for consideration at this year's AGM are:

1. The consideration of ACL's financial statements and statutory reports for the financial year ended 30 June 2026;

2. The adoption of ACL's Remuneration Report for the financial year ended 30 June 2026;

3. The re-election of Dr Amandeep Hansra as a non-executive Director;

4. The re-election of Ms Christine Bartlett as a non-executive Director;

5. The approval of the grant and issue of up to 359,850 Performance Rights to Mr Greg Horan, Chief Executive Officer and Executive Director of the Company, as part of his long-term variable remuneration for the period ending 30 June 2027;

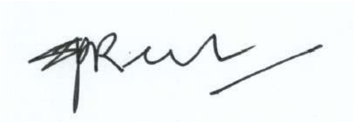
6. The renewal of the Proportional Takeover Provisions in the Constitution; and

7. The appointment of Deloitte as new auditors to the Company.

The Board recommends that Shareholders vote in favour of all items of business. Enclosed is a copy of the Notice of Meeting which includes information for Shareholders and explanatory notes. These documents can also be accessed on our website at https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/.

If you are unable to attend the AGM online through the AGM Online Platform, you may (and are encouraged to) appoint a proxy to attend and vote on your behalf. Proxy appointments must be received by no later than 2pm AEDT on Monday, 26 October 2026. Proxy appointments can be made either via our share registry – https://au.investorcentre.mpms.mufg.com – or by following the instructions contained in the Notice of Meeting. Even if you plan to attend the AGM online, you may wish to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend (for example, if you have difficulties with your internet connection on the day of the meeting). We also invite you to submit questions to the Company or auditor in advance of the meeting through our share registry – https://au.investorcentre.mpms.mufg.com – or by emailing us at investors@clinicallabs.com.au Questions must be received by no later than 5pm AEDT on Wednesday, 21 October 2026.

I look forward to welcoming you to the AGM.



Stephen Roche
Chair
22 September 2026

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 6th Annual General Meeting of Australian Clinical Labs Limited will be held on:

Date:	Wednesday, 28 October 2026
Time:	2pm AEDT
Place:	To be held online (as a virtual annual general meeting)
Webcast:	Shareholders and their proxyholders, corporate representatives and attorneys can register, view and participate in the meeting at https://meetings.openbriefing.com/ACL26. Online registration will open at 1.30pm AEDT on Wednesday, 28 October 2026. Further information on how to join the meeting virtually are set out in the Online Platform Guide which is available at https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/

Words that are defined in the Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide, otherwise.

Ordinary Business

Financial statements and reports

To receive and consider the financial statements, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2026.

Note: No resolution is required for this item of business.

Resolution 1: Adoption of the Remuneration Report

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

> "*That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report of the Company for the financial year ended 30 June 2026 as disclosed in the Directors' Report be adopted.*"

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 2 will be advisory only and will not bind the Directors or the Company.

Voting exclusion for Resolution 1:

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1:

(a) by or on behalf of a member of the KMP, whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or

(b) as proxy by any person who is a member of the KMP as at the time Resolution 1 is voted on at the meeting or a Closely Related Party of such a member,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

(c) in accordance with the express direction of the appointer; or

(d) by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 : Re-election of Dr Amandeep Hansra as a Director

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

> "*That Dr Amandeep Hansra, having been appointed by the Board as a Director on 1 July 2026 to fill a casual vacancy under rule 6.1(d) of the Company's Constitution and retiring as a Director of the Company for the purposes of ASX Listing Rule 14.4 and rule 6.1(e) of the Company's Constitution and who has consented to stand for re-election (and being eligible), be re-elected as a Director of the Company in accordance with rule 6.1(i) of the Company's Constitution."*

Resolution 3: Re-election of Ms Christine Bartlett as a Director

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

> "*That Ms Christine Bartlett, retiring as a Director of the Company in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company's Constitution and who has consented to stand for re- election (and being eligible), be re-elected as a Director of the Company in accordance with rule 6.1(i) of the Company's Constitution."*

Resolution 4: Approval of grant and issue of Performance Rights to Mr Greg Horan

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

> *"That approval be given for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the grant and issue of up to 359,850 Performance Rights to Mr Greg Horan, Chief Executive Officer and Executive Director of the Company, in relation to his LTVR for FY27, in accordance with the LTVR Plan and on the terms and conditions described in the explanatory memorandum accompanying this Notice of Meeting."*

Voting exclusion for Resolution 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 4 by or on behalf of Mr Horan (who is a person referred to in ASX Listing Rule 10.14.1 who is eligible to participate in the LTVR Plan) or any of his Associates, regardless of the capacity in which the vote is cast.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 4 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 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 Resolution 4; and

- the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast on Resolution 4 by or on behalf of any person who is a member of KMP as at the time the resolution is voted on at the meeting, or any of their Closely Related Parties, as a proxy. However, the Company will not disregard the vote of such a person on the resolution if the vote is cast by the person:

(a) as a proxy for a person otherwise entitled to vote on Resolution 4 and the vote is in accordance with the appointor's express direction; or

(b) the person is the Chair who has been validly appointed as a proxy for a person otherwise entitled to vote on Resolution 4 and the appointment of the Chair as proxy:

- does not specify the way the proxy is to vote on Resolution 4; and

- expressly authorises the Chair to exercise the proxy in respect of Resolution 5 even though Resolution 4 is connected directly or indirectly with the remuneration of a member of KMP.

Resolution 5: Reinsertion of the Proportional Takeover Provisions in the Constitution

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

> "*That the Proportional Takeover Provisions contained in rule 14 of the Company's Constitution, having expired on 22 October 2026, be reinserted for a period of three years commencing on the date this resolution is passed".*

Resolution 6: Appointment of Deloitte as new auditor

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

> "*That, for the purposes of sections 327B(1) Corporations Act 2001 and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by a shareholder pursuant to section 328B Corporations Act 2001, and being qualified and having consented in writing to act as to auditor of the Company pursuant to section 328A Corporations Act 2001, be appointed as auditor of the Company to hold office from the*

conclusion of the Company's 2026 AGM on 28 October 2026 until the date of its resignation or removal from the office of auditor the Company "

By order of the Board

Eleanor Padman
Company Secretary
22 September 2026

Who may vote?

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that persons whose names are set out in the register of shareholders of the Company as at 7pm AEDT on 26 October 2026 are entitled to vote at the AGM (subject to the applicable voting exclusions set out above).

How will voting be conducted?

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth), the Chair will put all Resolutions to a poll at the AGM. Voting results on the Resolutions that are put to the meeting (including by proxy votes) will be announced to the ASX as soon as practicable following the conclusion of the AGM.

How can I vote at the meeting?

Shareholders can vote at the meeting by:

- casting a live vote during the meeting (through the AGM Online Platform); or
- by appointing a proxy (see below).

Shareholders or their attorneys wishing to vote in person should attend the meeting (via the AGM Online Platform) and can vote through the AGM Online Platform.

How do I appoint a proxy?

A Shareholder who is entitled to vote at the meeting has a right to appoint up to two proxies to attend and vote for the Shareholder at the AGM. A proxy need not be a Shareholder. A proxy may be an individual or a body corporate.

Where a Shareholder appoints two proxies, the appointment should specify the proportion or number of votes which each proxy may exercise. Fractions of votes will be disregarded. If the appointment does not specify the proportion or number of the Shareholders' votes each proxy may exercise, then each proxy may exercise half those votes.

A proxy may decide whether or not to vote on any proposed resolution, except where required by law or the Company's Constitution to vote, or abstain from voting, in his or her capacity as proxy. If the Shareholder appointing the proxy:

- directs the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution only in the way directed; or
- does not direct the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution as the proxy thinks fit, subject to any voting exclusions that apply to the proxy; or

- directs the proxy to abstain, the proxy must not vote on the Shareholder's behalf and any vote will not be counted.

If you appoint someone as a proxy (other than the Chair) and direct them how to vote, the Chair of the AGM must cast those votes on your behalf on a poll in accordance with your directions if your proxy does not do so.

If you appoint the Chair of the AGM as your proxy (or if he is appointed by default) and no direction is provided in relation to a resolution, you will be expressly authorising the Chair to exercise your proxy as the Chair sees fit in relation to that resolution even if the resolution is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint a Director (other than the Chair) or another member of the Company's KMP or their Closely Related Parties as your proxy, you must specify how they should vote on Resolutions 1 and 4 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not, your proxy will not be able to exercise your vote for Resolutions 1 and 4.

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions subject to the voting exclusions described above. In exceptional circumstances, the Chair's intentions may change. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an immediate announcement to ASX stating that fact and explaining the reasons for the change.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.

How do I appoint/lodge a proxy?

To be valid, a proxy form must be correctly completed and received, either online, by post or fax or hand delivery (as per the details below), by 2pm AEDT on Monday, 26 October 2026 (noting that hand deliveries will only be accepted during business hours (being Monday to Friday between 9:00am and 5:00pm), including any power of attorney or other authority under which it is signed. Any proxy form received after this time will not be valid.

Proxies may be lodged as follows with the Company's share registry by:

- post or facsimile – completed proxy forms may be posted to Australian Clinical Labs Limited C/- MUFG Pension and Market Services Limited Locked Bag A14, SYDNEY SOUTH NSW 1235 or sent by facsimile to +61 2 9287 0309;

- hand delivery at Australian Clinical Labs Limited C/- MUFG Pension and Market Services, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 during business hours (being Monday to Friday between 9:00am and 5:00pm); or

- lodging the proxy appointment online at https://au.investorcentre.mpms.mufg.com. To use this service, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), or you can access the service using your postcode and the personalised link sent to you by email if you have registered for electronic communications from the Company.

Given changes to Australia Post's services which may see mail take longer to arrive, the Company suggests that you allow additional time if you decide to send your completed proxy form by post.

How do I appoint a corporate representative?

A Shareholder who is a body corporate and who is entitled to vote at the AGM, or a proxy who is a body corporate and who is appointed by a Shareholder who is entitled to vote at the AGM, may appoint a person to act as its representative at the AGM. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and

- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

Body corporate representatives should lodge this documentation with the Company's share registry by no later than 2pm AEDT on Monday, 26 October 2026, unless it has been previously given to the Company.

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- obtain an appointment of corporate representative form from MUFG Pension and Market Services; and

- complete and send the form in accordance with the instructions on the form.

I hold my shares jointly with another person. Are we both entitled to vote?

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

How can I ask a question at the AGM?	In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or to make comments upon the management of the Company (including in respect of the Remuneration Report) and the Resolutions at the meeting via the AGM Online Platform.

Shareholders will have the opportunity to ask questions at the Meeting via the online portal at https://meetings.openbriefing.com/ACL26

More detailed information on how to ask questions during the meeting is provided in the Online Platform Guide available online at https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/.

The Company strongly encourages Shareholders to submit written questions in advance of the AGM. To submit a written question, please email the Company at investors@clinicallabs.com.au

Alternatively, questions may be submitted by Shareholders logging into their account at https://au.investorcentre.mpms.mufg.com or by completing the question form provided to Shareholders with this Notice of Meeting.

Questions must be received by no later than 5pm AEDT on Wednesday, 21 October 2026. Questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice and the explanatory memorandum.

Questions that are relevant to the contents of the Auditor's Report or the conduct of the audit of the Company's financial report, may be addressed to the Company's auditor, Pitcher Partners.

Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of Pitcher Partners, the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

How I participate virtually?	Shareholders and proxyholders can watch, ask questions, make comments and vote in real time during the AGM (for those who are entitled to do so) through the AGM Online Platform at https://meetings.openbriefing.com/ACL26. Registration for attendance at the meeting will be online via the AGM Online Platform and will commence at 1.30pm AEDT on Wednesday, 28 October 2026 for those accessing the AGM Online Platform. To register, Shareholders will need their shareholder number and postcode. Proxyholders will need their proxy number which will be provided by MUFG Pension and Market Services following lodgement of the proxy appointment and no later than 24 hours prior to the meeting. We recommend that you register at least 30 minutes before the AGM and test to see that the AGM Online Platform works on your device before the commencement of the meeting. Further information can be found in the Online Platform Guide which is available at https://investors.clinicallabs.com.au/investor-information/annual-general-meetings/.
What happens if there are technical difficulties?	Significant planning and testing has been undertaken and the online technology being used by the Company has been successfully used by other companies. However, unforeseen technical difficulties may still arise during the AGM. The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. As previously noted, Shareholders are encouraged to lodge a proxy by 2pm AEDT on Monday, 26 October 2026 even if they plan to attend the meeting online via the AGM Online Platform.
What if there are changes to the meeting?	ACL will keep Shareholders informed if there are any changes to the meeting and details will be made available at https://investors.clinicallabs.com.au/, with any changes also notified by an ASX release.

ADDITIONAL INFORMATION FOR SHAREHOLDERS – ELECTRONIC COMMUNICATONS

Following legislative changes to the Corporations Act in 2023, there are digital new options available to Shareholders for receiving communications from ACL.

ACL will no longer be sending physical meeting documents unless you request a copy to be posted.

ACL encourages all Shareholders to provide an email address so we can communicate with you electronically when Shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your Shareholder communications via email, please update your details by logging into your shareholding at https://au.investorcentre.mpms.mufg.com

If you would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit https://au.investorcentre.mpms.mufg.com or contact the Registry as follows:

Australian Clinical Labs Limited C/- MUFG Pension and Market Services, Locked Bag A14, SYDNEY SOUTH NSW 1235

Telephone (within Australia): 1300 554 474

Telephone (outside Australia): +61 1300 554 474

Email: support@cm.mps.mufg.com

Website: https://au.investorcentre.mpms.mufg.com

EXPLANATORY MEMORANDUM

This explanatory memorandum accompanies and forms part of, and should be read together with, the Notice.

Financial statements and reports

The financial report (which includes the financial statements), the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026 will be put before the AGM, as required by section 317 of the Corporations Act. The Corporations Act does not require a formal resolution of Shareholders on these reports.

These reports are contained in the Annual Report, which is available on the Company's website at https://investors.clinicallabs.com.au/investor-information/reports-presentations/reports-presentations/ During this item of business, Shareholders will be given a reasonable opportunity to ask questions about, and to make comments on, those reports and the business and management of the Company.

Shareholders will also be given an opportunity to ask a representative of the Company's auditor, Pitcher Partners, questions relevant to the conduct 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 reports and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires publicly listed companies to put a resolution to shareholders to adopt the company's remuneration report for the relevant financial year.

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report provides information relating to the details of the remuneration paid to KMP and Directors for the financial year ended 30 June 2026, the Company's remuneration policy and the relationship between remuneration and the Company's performance, including information about performance measures applicable to variable incentives. A copy of the Remuneration Report, which sets out remuneration arrangements for ACL can be found in the Company's Annual Report.

Under the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company. However, at its 2025 AGM, the Company received a second 'strike' on its remuneration report which provided it with important and consequential Shareholder feedback on its remuneration policy. In the 12 months since the 2025 AGM, the Company has consulted extensively with several Shareholders and other stakeholders to better understand the reasons for the second strike. As outlined in the Company's Remuneration Report, the Company has responded to that feedback as follows:

- the remuneration package of the incoming CEO, Greg Horan, was set in reference to relevant market capitalisation and industry peers, with a total remuneration package set at approximately 43% lower than his predecessor in the role.

- in respect of the FY27 LTVR plan:

  - the 20% Service Right component has been removed and replaced with a new 34% ROIC metric;

  - the ROIC measure will be assessed against an annual ROIC target that has regard to the Board approved capex budget for each year (over a three year period) which will be disclosed retrospectively at vesting in the Remuneration Report;

  - the existing metrics of EPS and rTSR have been reweighted to 33% each to accommodate the ROIC metric;

  - the peer group for the rTSR metric will change from the ASX 300 (ex-financials and resources) to a bespoke index of 12 healthcare service companies with the intention of assessing ACL's performance against a group of peers from more closely related sectors and with comparably regulated environments, workforce compositions and company models.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting. Noting that each Director has a personal interest in his/her own remuneration from the Company, the Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Dr Amandeep Hansra as a Director

Dr Amandeep Hansra was appointed as a non-executive Director of ACL on 1 July 2026 to fill a casual vacancy and retires at this meeting in accordance with the casual vacancy rule under ASX Listing Rule 14.4 and rule 6.1(e) of the Company's Constitution. Being eligible, Dr Hansra stands for re-election under rule 6.1(i) of the Company's Constitution.

Dr Hansra is a General Practitioner with more than 20 years clinical experience whose career has included clinical practice, national digital health leadership, government engagement and a number of board roles. In her executive career, Dr Hansra has held the roles of Chief Medical Officer with Telstra Health, Head of Clinical Innovation at NIB and Deputy Chief Medical Officer at the Department of Home Affairs. Dr Hansra has led national clinical governance frameworks across digital health, telehealth and technology-enabled care, including managing complex incidents and clinician engagement in emerging models of care. Dr Hansra remains committed to her GP practice as a Fellow of the Royal Australian College of General Practitioners and acts a Chief Clinical Advisor to the Australian Digital Health Agency. Dr Hansra is currently a non-executive director of Healthicare, ACHS International, MoleMap New Zealand, Healthengine and the Central and Eastern Sydney Primary Health Network. Dr Hansra also serves as a member of the Industry Growth Committee for the Department of Industry, Science and Resources. Dr Hansra holds a Bachelor of Medicine (Hons) from the University of Newcastle and a Masters of Public Health and Tropical Medicine from James Cook University. Dr Hansra also has a Global Executive MBA from the University of Sydney Business School and is a graduate of the AICD.

The Board (with Dr Hansra abstaining) unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Ms Christine Bartlett

Ms Christine Bartlett was appointed by Shareholders as a non-executive Director of ACL on 23 October 2023 and retires at this meeting in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company's Constitution. Being eligible, Ms Bartlett stands for re-election under rule 6.1(i) of the Company's Constitution.

The proposed re-election of Ms Bartlett satisfies the Company's obligations relating to the election and rotation of Directors under ASX Listing Rules 14.4 and 14.5 and ACL's Constitution.

Ms Bartlett is the Chair of ACL's People and Culture Committee and is considered to be an independent director.

Ms Bartlett is an experienced chief executive officer and senior executive, with extensive executive experience gained through roles with National Australia Bank Limited, IBM and Jones Lang LaSalle. Ms Bartlett has held roles with national and global responsibilities and has a strong commercial perspective, particularly in fostering innovation and leveraging new emerging technologies.

Ms Bartlett is currently a non-executive director of Reliance Worldwide Corporation Limited, a non-executive director of Firmus Technologies Pty Ltd and is the Chair of CEDA and NSW Ports.

Ms Bartlett is a member of Chief Executive Women and the Australian Institute of Company Directors. Christine holds a Bachelor of Science from the University of Sydney and has completed senior executive management programs at INSEAD.

Ms Bartlett has previously held non-executive director roles with Sigma Healthcare Limited (resigned December 2023), Mirvac Limited (resigned April 2026) and TAL Life Limited (resigned April 2026).

The Board (with Ms Bartlett abstaining) unanimously recommends that Shareholders vote in favour of Resolution 3.

Resolution 4: Approval of grant and issue of Performance Rights to Mr Greg Horan

The Company is seeking Shareholder approval for the proposed grant and issue of up to 359,850 Performance Rights to Mr Greg Horan, CEO and Executive Director of the Company, under the LTVR Plan for FY27 (on the basis that Mr Horan is a Director of the Company).

Following a review of the efficacy of the LTVR Plan and feedback from investors, a number of changes have been made to the FY27 LTVR Plan from the previous LTVR plan:

- a new return on invested capital (ROIC) measure has been introduced as 34% of the total grant to replace the previous 20% Service Right component of the LTVR;
- the ROIC measure will be assessed against three cumulative annual ROIC targets approved by the Board (including the approved capex budget for each year). The targets and performance against the targets will be disclosed retrospectively in the appropriate Remuneration Report;
- the other two LTVR measures, being earnings per share (EPS) and relative total shareholder return (rTSR) have been reweighted to 33% each to accommodate the new ROIC measure; and
- the peer group for the rTSR metric has changed from the ASX 300 (ex-financials and resources) to a bespoke index of 12 healthcare service companies.

ASX Listing Rule 10.14 requires the Company to obtain approval from Shareholders for the issue of securities to a Director under an employee incentive scheme. Mr Horan is CEO and an Executive Director of the Company.

Resolution 4 is not seeking approval for the total remuneration of Mr Horan. Rather, it relates to the proposed issue of up to 359,850 Performance Rights to Mr Horan, which represents the FY27 LTVR component of Mr Horan's remuneration (which is one component of Mr Horan's total remuneration).

If Shareholder approval is not obtained, the Board will consider alternative approaches to rewarding Mr Horan to ensure that the remuneration packages for the Executive Director remains competitive and motivating.

The LTVR Plan has been designed to meet the needs of the Company and to reflect modern best-practice remuneration equity structures for executives. A key component of effective remuneration for executives is equity interests, in the form of LTVR to drive shared performance objectives, link remuneration to Company performance and align interests with sustainable value creation for Shareholders. Performance Rights are proposed to be granted to Mr Horan under the FY27 LTVR grant for these reasons.

Approval of Resolution 4 under Listing Rule 10.14 will also result in any Rights the subject of this resolution granted to Mr Horan being excepted from ASX Listing Rule 7.1. This means that any Rights the subject of this resolution granted to Mr Horan, and any new shares issued to Mr Horan in satisfaction of those Rights, will be excluded from the calculation of ACL's annual 15 percent new security issue limit under ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.15, the features of the proposed FY27 LTVR invitations to apply for Performance Rights proposed to be issued to Mr Horan are summarised below. Capitalised terms used, but not defined in the table below, have the meaning given to them in the LTVR Plan (a copy of which was released to the ASX Market Announcements Platform on 14 May 2021).

Aspect	Details
Instrument and entitlement	If Resolution 4 is approved by Shareholders, Mr Horan will be invited to apply for up to 359,850 Performance Rights. These Rights may vest when performance-based Vesting Conditions are satisfied (or otherwise waived in accordance with the Plan). The Rights are indeterminate Rights issued under the Plan, which are an entitlement to the value of a Share (less any Exercise Price), which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be settled in Shares (including Restricted Shares, which are Shares subject to a disposal restriction). The value that may be realised is a function of performance against Vesting Conditions and the market value of a Share at the time of sale of any Shares that result from exercising Rights. The type of equity security proposed to be granted to Mr Horan has been selected because the Board believes that it creates a strong link between performance and reward.
Variation of terms and conditions	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Term	Each Right has a Term of five years from the anniversary of the date of the grant of the Right (**Grant Date**) and if not exercised within that Term, the Rights will lapse.
Grant Date	If Shareholder approval is obtained for Resolution 4, the Rights will be granted as soon as practicable after the AGM (and are currently expected to be granted within one month of the AGM), but in any event, within three years of the AGM, and will have an effective grant date of 1 July 2026.
Number of Rights	It is proposed that Mr Horan will be invited to apply for three Tranches of Rights in relation to Resolution 4: • Tranche 1 – 118,751 Performance Rights with a relative total shareholder return (rTSR) Vesting Condition (nil Exercise Price); • Tranche 2 –118,751 Performance Rights with an earnings per share return (EPS) Vesting Condition (nil Exercise Price); and • Tranche 3 – 122,348 Performance Rights with a return on invested capital (ROIC) Vesting Condition (nil Exercise Price). The number of Rights proposed to be granted to Mr Horan for FY27 was determined by dividing the dollar value of Mr Horan's LTVR opportunity (being

	100% of Mr Horan's total fixed remuneration as at 1 July 2026) by the Volume Weighted Average Price (**VWAP**) of Shares over the 10 business day period from 18 August 2026 to 31 August 2026 (inclusive) being $2.8692 (the **Issue Price**). When added to the other remuneration elements, the FY27 grant of LTVR for Mr Horan will produce a total remuneration package that the Board believes is market competitive and appropriate given the Company's circumstances for FY27, based on market benchmarking and the current ACL executive remuneration policy. Achievement at target performance levels will results in partial vesting, increasing up to a maximum of 100% vesting when stretch performance goals are achieved. It is therefore expected that a lesser percentage will actually vest unless exceptional performance outcomes occur. The actual value (if any) that Mr Horan will receive from the proposed FY27 LTVR grant cannot be determined until the end of the Measurement Period, and will depend on the extent to which the Vesting Conditions are achieved, the number of Performance Rights that vest in accordance with the Vesting Conditions and the ACL Share price at the time of vesting. The Board determined the value and form of Mr Horan's FY27 LTVR award under the Plan in Performance Rights with regard to his overall remuneration package, the nature of his position, the purpose of the LTVR component in ACL's remuneration strategy and independent benchmarking regarding current market practice.
Measurement Period	The Measurement Period is the period over which Vesting Conditions are assessed. For each of Tranches 1, 2 and 3 of the Performance Rights, the Measurement Period will be three years from 1 July 2027 to 30 June 2029.
Gates	There are no gates applicable to the Performance Rights in addition to the metrics set out above.
Vesting Conditions	Vesting Conditions are conditions that are used to determine the extent, if any, of vesting of Performance Rights. For Tranche 1 (rTSR Performance Rights), the Vesting Condition will be based on the ranking of the Relative Total Shareholder Return (rTSR) of ACL over the Measurement Period compared to the TSR peer group (see note 2 below). The vesting scale for this performance vesting metric is as follows:

Performance Level	rTSR(1) compared to nominated Total Return comparator set(2)	Vesting % of Tranche
Below Target	<50th Percentile	Nil
Target	=50th Percentile	100%
Target > Stretch	>50th Percentile and <75th Percentile	Pro-rata
Stretch	= 75th Percentile	100%

*(1) **Total Shareholder Return** or **TSR** means the percentage change in the Company's Share*

price together with the value of dividends and distributions (assuming that all of those dividends and distributions are re-invested into new Shares as determined by the Board from time to time). Dividends relate to dividends with an ex-dividend date during the performance period.

(2) The nominated Total Return comparator set is a bespoke basket of 12 healthcare service companies being Pro Medicus, Sonic Healthcare, Ramsay Health Care, Regis Healthcare, Nanosonics, Integral Diagnostics, Polynovo, Cogstate, Oceania Healthcare, Healius, Monash IVF and Paragon Care. Companies primarily exposed to biotechnology, medical devices, pharmaceuticals or healthcare technology have been excluded on the basis that their valuation drivers, risk profiles and capital intensity are materially different from ACL's core healthcare services model.

The vesting scale for Tranche 2 (EPS) is as follows:

	3Y EPS Growth (CAGR)	% Vesting
Below Threshold	<4%	Nil
Threshold	=4%	25%
Threshold > Stretch	>4% and <8%	Pro-rata
Stretch	=8%	100%

The Board reserves the discretion to vary the EPS growth condition should regulatory pricing decisions vary materially from ACL's forecasts.

The vesting scale for the first year of Tranche 3 (ROIC) for FY27 is as follows:

	Y1 ROIC	% Vesting
Below Threshold	21%	Nil
Threshold	=21%	25%
Threshold > Stretch	>21% and <26%	Pro-rata
Stretch	=26%	100%

The ROIC hurdles will be reviewed and set by the Board annually in line with budgets and capex requirements during the performance period, to ensure that the incentive framework delivers value for shareholders and appropriately reflects the investment of capital in the business and the timing of returns for those investments. The targets for FY28 and FY29 and performance against the targets will be disclosed retrospectively in the 2029 Remuneration Report.

Acquisition price and Exercise Price

No amount is payable by Mr Horan for the Rights as their value forms a significant portion of the variable remuneration in his total remuneration package for FY27. The Exercise Price for the Rights is nil.

Exercise of vested Rights

Vested Rights may be exercised by the Participant submitting an Exercise Notice at any time between the Vesting Date (or the latter elapsing of Exercise Restrictions, if applicable) and the end of their Term. Otherwise, these Rights will lapse.

Disposal restrictions

Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.

Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:

	• the Company's securities trading policy; and • the insider trading provisions of the Corporations Act (Division 3 of Part 7.10).
Termination of Employment	In the case of a termination of employment: (a) unvested Rights will be forfeited, unless and to the extent otherwise determined by the Board in its discretion; (b) vested Rights subject to Exercise Restrictions will cease to be subject to Exercise Restrictions; and (c) vested Rights will lapse if not exercised within 21 days of the date of cessation of employment with the Group.
Change of Control	In the event of a Change of Control, unvested Rights will vest in the proportion that the elapsed portion of the Measurement Period bears to the full Measurement Period. The Board, in its discretion, may determine that none, some or all of the remaining unvested Rights also vest. Any Rights that remain unvested following exercise of the Board's discretion will lapse.
Major return of capital or demerger	In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders; (a) unvested Rights will either vest to the extent determined by the Board, with the remainder lapsing, or the Board will adjust the number and vesting conditions of Rights held so that Participants are neither advantaged nor disadvantaged by the return of capital or demerger, and (b) Restricted Rights will cease to be subject to Exercise Restrictions prior to the return of capital or demerger, on the date determined by the Board.
Board discretion to prevent inappropriate benefits, fraud and misconduct	The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the Measurement Period and/or to the contribution of a Participant to outcomes over the Measurement Period. The Board has sole discretion to determine that some or all unvested Rights held by a Participant lapse on a specified date, if allowing the Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include joining a competitor or actions that harm the Company's stakeholders. In the case of fraud or misconduct, the Participant will forfeit all unvested Rights.
Bonus issues, rights issues, voting and dividend entitlements	In cases of bonus share issues by the Company, the number of Rights held by a Participant shall be increased by the same number as the number of bonus shares that would have been received by the Participant had the Rights been Shares, except in the case that the bonus share issue is in lieu of a dividend payment, in which case no adjustment will apply. Rights do not carry voting or dividend entitlements. Shares (including

<table>
<tr><td></td><td>Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</td></tr>
<tr><td>Quotation</td><td>Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.</td></tr>
<tr><td>Hedging</td><td>The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by Mr Horan.</td></tr>
<tr><td>Other details</td><td>Further information in accordance with ASX Listing Rule 10.15:

Mr Horan is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the Plan, as at the date of the preparation of this Notice of Meeting;
No Performance Rights have been previously issued to Mr Horan.
Mr Horan’s current total remuneration package (for FY27) is set out in the Annual Report and is as set out below:

base remuneration for FY27 of $1,000,000 plus superannuation;
a short-term variable incentive which the Board currently values as follows:

at Target - $516,250 (being 50% of base remuneration); and
at Stretch - $722,750 (being 70% of base remuneration salary); and

LTVR, which the Board currently values as follows:

at Target – $688,333 (being 239,900 Rights multiplied by the Issue Price); and
at Stretch – $1,032,500 (being 359,850 Rights multiplied by the Issue Price).

Mr Horan’s total remuneration package at LTVR Threshold is therefore currently valued at $2,237,083 at Target and $2,787,750 at Stretch;
no loans have been, or will be, provided by the Company in relation to the grant or exercise of the Performance Rights proposed to be provided to Mr Horan;
details of any securities issued under the Plan will be published in the Company’s annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14;
any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this
</td></tr>
</table>

	Resolution 4 is approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14; and • a voting exclusion applies to Resolution 4, as set out in the Notice of Meeting.

The Directors (with Mr Horan abstaining) unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair of the AGM intends to vote all available proxies in favour or Resolution 4.

Resolution 5: Reinsertion of the Proportional Takeover Provisions in the Constitution

Rule 14 of the Company's Constitution contains Proportional Takeover Provisions that prohibit the Company from registering a transfer of its shares under a proportional takeover bid, unless and until the bid is approved via ordinary resolution passed by Shareholders entitled to vote on that resolution in a general meeting (or is otherwise taken to have been passed). Under the Corporations Act, proportional takeover approval provisions expire three years from adoption or renewal. Once the three year period has elapsed, those provisions cease to have effect unless shareholders approve their renewal. The renewal approval must be by special resolution, meaning that at least 75% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution. If this special resolution is approved and a takeover bid is subsequently made for some but not all of each Shareholder's shares, the Proportional Takeover Provisions will enable Shareholders entitled to vote on the resolution to vote on whether the proportional bid should be allowed to proceed, independently from their individual decisions as to whether or not to accept the bid.

The Proportional Takeover Provisions were contained in the Constitution that was adopted by the Company as part of its admission to the Official List of the ASX on 14 May 2021 and expired on 23 October 2026. Resolution 5 therefore seeks to re-insert the Proportional Takeover Provisions in identical terms for a period of 3 years from the date of the AGM (being 28 October 2026). If the proposed resolution is approved by Shareholders, the Proportional Takeover Provisions will be reinserted into the Constitution and have effect on exactly the same terms as the existing provisions until 28 October 2029. Further detail in relation to Resolution 5 (in accordance with the requirements of the Corporations Act) is set out below.

What is a proportional takeover bid and why do we need Proportional Takeover Provisions?

A proportional takeover bid (also referred to as a partial takeover bid) involves the bidder offering to buy a proportion only of each Shareholder's shares in the Company. This means that control of the Company may pass without Shareholders having the chance to sell all their shares to the bidder. It also means that the bidder may take control of the Company without paying an adequate amount for gaining control. In order to deal with this possibility, the Company may provide in its Constitution that:

- in the event of a proportional takeover bid being made for shares in the Company, Shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and

- the majority decision of the Company's Shareholders will be binding on all the Shareholders.

The Board considers that Shareholders should be able to vote on whether a proportional takeover bid should proceed. Such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to dispose of all their shares for a satisfactory control premium. The Board also believes that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid even if they do not want it to succeed.

What is the effect of the Proportional Takeover Provisions?

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on a resolution to approve the bid more than 14 days before the last day of the bid period. The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote on the resolution, except for the bidder and any associates of the bidder (who are not entitled to vote on the resolution). If the resolution is not passed, transfers which would have resulted from the acceptance of the proportional takeover bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on before the approving resolution deadline. However, if the resolution is not voted on as at the end of the day before the approving resolution deadline, the bid will be taken to have been approved.

The Proportional Takeover Provisions do not apply to full takeover bids and will only apply for three years after the date of adoption or renewal of these provisions. The provisions may be renewed again, but only by a special resolution. Similar provisions are commonly found in the constitutions of publicly listed companies on the ASX and are regularly renewed.

Potential advantages and disadvantages

The renewal of the Proportional Takeover Provisions will allow the Directors to ascertain Shareholders' views on a proportional takeover bid. The Proportional Takeover Provisions do not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential **advantages** of the Proportional Takeover Provisions for Shareholders of the Company include:

- Shareholders will have an opportunity to study a proportional takeover bid proposal and decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help Shareholders avoid being locked in as a minority;
- the provisions may ensure that a potential bidder structures its offer in a way which is attractive to a majority of Shareholders, including appropriate pricing; and
- knowing the view of the majority of Shareholders may help individual Shareholders assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

The potential **disadvantages** of the Proportional Takeover Provisions for Shareholders of the Company include:

- the provisions may discourage proportional takeover bids for shares in the Company;
- the provisions may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made;
- the provisions may be considered to constitute an unwarranted additional restriction on the ability of Shareholders to freely deal with their shares; and
  the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for Shareholders of the Proportional Takeover Provisions outweigh the potential disadvantages.

There have been no full or proportional takeover bids for the Company in the period during which the Proportional Takeover Provisions have been in effect. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and Shareholders, respectively, during this period.

As at the date that this explanatory memorandum was prepared, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Resolution 6: Appointment of Deloitte as new auditor

Pitcher Partners has been the Company’s auditor for more than 10 years. The Company’s Audit and Risk Committee therefore considered that it was good corporate governance to put the Company’s audit services to tender and to seek proposals from a number of providers. As a result of that tender process, the Board resolved to appoint Deloitte as its new auditor. The Board thanks Pitcher Partners for the services they have provided to the Company.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Mark Haberlin, the Chair of the Audit and Risk Committee, in his capacity as a Shareholder of the Company. A copy of the nomination is set out in Annexure A. Pitcher Partners has tendered a notice of resignation to ASIC under section 329(5) Corporations Act 2001 and Deloitte has given its written consent to act as the new Company auditor. If Resolution 6 is passed, the appointment of Deloitte as the Company’s new auditor will take effect at the close of the AGM.

Subject to ASIC’s consent to the resignation of Pitcher Partners, the Board unanimously recommends that Shareholders vote in favour of Resolution 6. If ASIC does not consent to the current auditor’s resignation, Pitcher Partners will continue to the Company’s auditor and Resolution 6 will not be put to the meeting. If Resolution 6 is put to the meeting and is not passed, the Company will need to appoint a new auditor other than Deloitte. The Chair intends to vote undirected proxies in favour of Resolution 6.

GLOSSARY

AGM or **Annual General Meeting** means the annual general meeting convened by this Notice.

AGM Online Platform means the online platform used to hold the AGM accessible at https://meetings.openbriefing.com/ACL26

Annual Report means the annual report of ACL for the year ended 30 June 2026.

ASX means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.

Auditor's Report means the auditor's report for the Company for the year ended 30 June 2026 as contained in the Annual Report.

Board means the board of Directors.

Chair means the person appointed to chair the Company's meeting.

Closely Related Party has the meaning given to that term in section 9 of the Corporations Act.

Company or **ACL** means Australian Clinical Labs Limited (ACN 645 711 128).

Constitution means the constitution of the Company.

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

Directors means the directors of the Company and **Director** means any one of them.

Directors' Report means the directors' report for the Company for the year ended 30 June 2026 as contained in the Annual Report.

EPS means earnings per share.

FY26 and FY27 means the financial years ending 30 June 2026 and 30 June 2027 respectively.

Glossary means this glossary.

KMP means people who have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) who are identified in the Remuneration Report.

KPI means key performance indicator.

Listing Rule or **ASX Listing Rule** means the official listing rules of ASX.

LTVR means long-term variable remuneration.

LTVR Plan or **Plan** means the Company's long-term variable remuneration plan.

Notice or **Notice of Meeting** means this notice of annual general meeting.

Remuneration Report means the remuneration report for the Company for the year ended 30 June 2026, as contained in the Annual Report.

Resolution means a resolution set out in this Notice.

ROIC means return on invested capital.

rTSR means relative total shareholder return.

Share means a fully paid ordinary share of the Company.

Shareholder means a holder of at least one Share.

STVR means short term variable remuneration.

Annexure A – Letter of Nomination

AUSTRALIAN Clinicallabs

Mr Mark Haberlin
c/o Australian Clinical Labs Limited
1868-1892 Dandenong Road
Clayton VIC 3168
Australia

clinicallabs.com.au

The Company Secretary
Australian Clinical Labs Limited
ABN 94 645 711 128
1868-1892 Dandenong Road
Clayton VIC 3168
Australia

14 September 2026

Dear Eleanor

Notice of Nomination of Auditor in accordance with section 328B(1) of the *Corporations Act 2001* (Cth)

I, Mark Haberlin, being a shareholder of Australian Clinical Labs Limited (Company) nominate Deloitte Touche Tohmatsu of Level 31, 477 Collins Street, Melbourne for appointment to the position of auditor of the Company at the next annual general meeting.

I consent to the distribution of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2026 annual general meeting for the purposes of section 328B(3) *Corporations Act 2001*.

Yours sincerely

Mark Haberlin
Shareholder and non-executive director

AUSTRALIAN Clinicalabs

ABN 94 645 711 128

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Australian Clinical Labs Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a member(s) of Australian Clinical Labs Limited (**Company**) and entitled to attend, and vote at, the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Wednesday, 28 October 2026** (the **Meeting**) hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy, and an email will be sent to your appointed proxy with details on how to access the virtual meeting

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Meeting and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at **https://meetings.openbriefing.com/ACL26** (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1 and 4: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of all Resolutions.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

Resolution	For	Against	Abstain*
1 Adoption of the Remuneration Report			
2 Re-election of Dr Amandeep Hansra as a Director			
3 Re-election of Ms Christine Bartlett as a Director			
4 Approval of grant and issue of Performance Rights to Mr Greg Horan			
5 Reinsertion of the Proportional Takeover Provisions in the Constitution			
6 Appointment of Deloitte as new auditor			

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. If you return a Proxy Form without identifying a proxy at Step 1, you will be taken to have appointed the Chair of the Meeting as your proxy to vote on your behalf on all resolutions at the Meeting.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together; and

(c) clearly indicate on the second Proxy Form that it is a second proxy and not a revocation of the first proxy.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Monday, 26 October 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

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BY FAX

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BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
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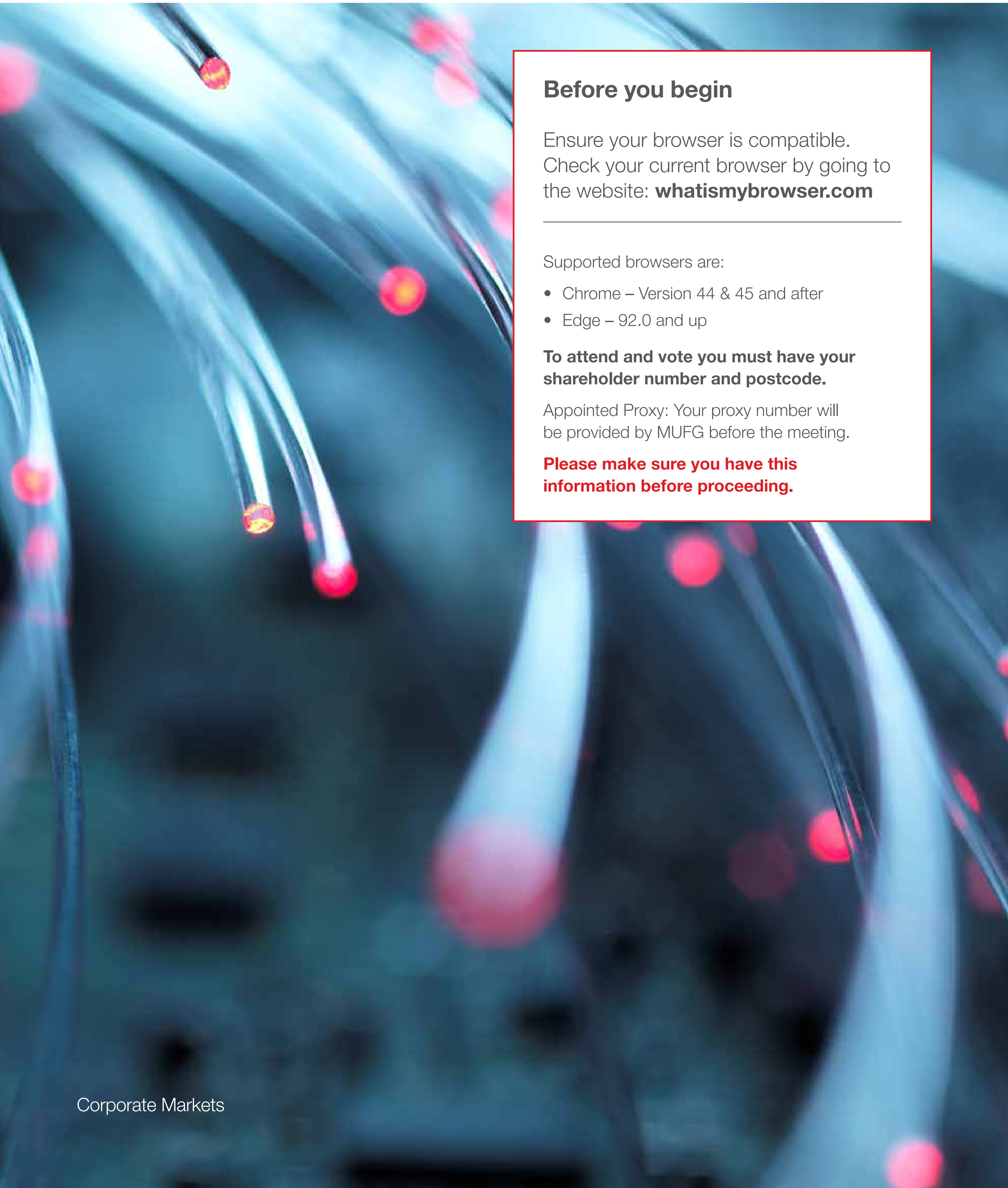
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

MUFG

MUFG Corporate Markets
A division of MUFG Pension & Market Services

Online Meeting Guide



Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Online Meeting Guide

Step 1

Open your web browser and go to https://meetings.openbriefing.com/ACL26

Step 2

Log in to the portal using your full name, mobile number and email address, and participant type

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

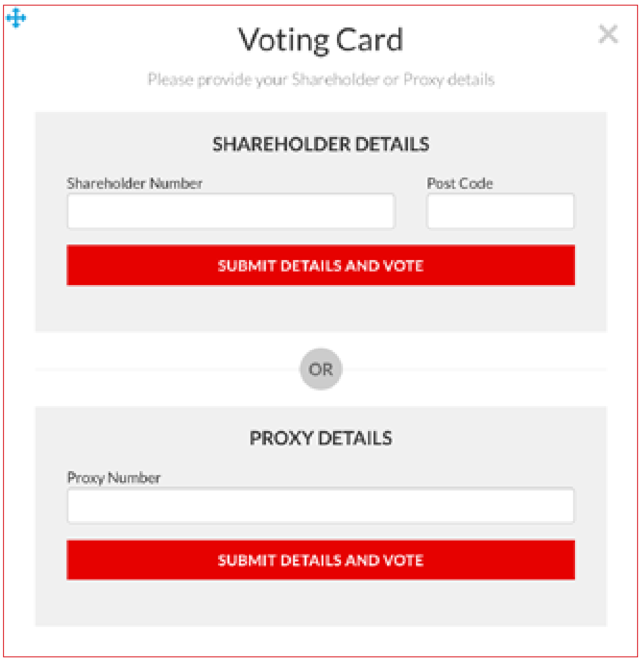
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

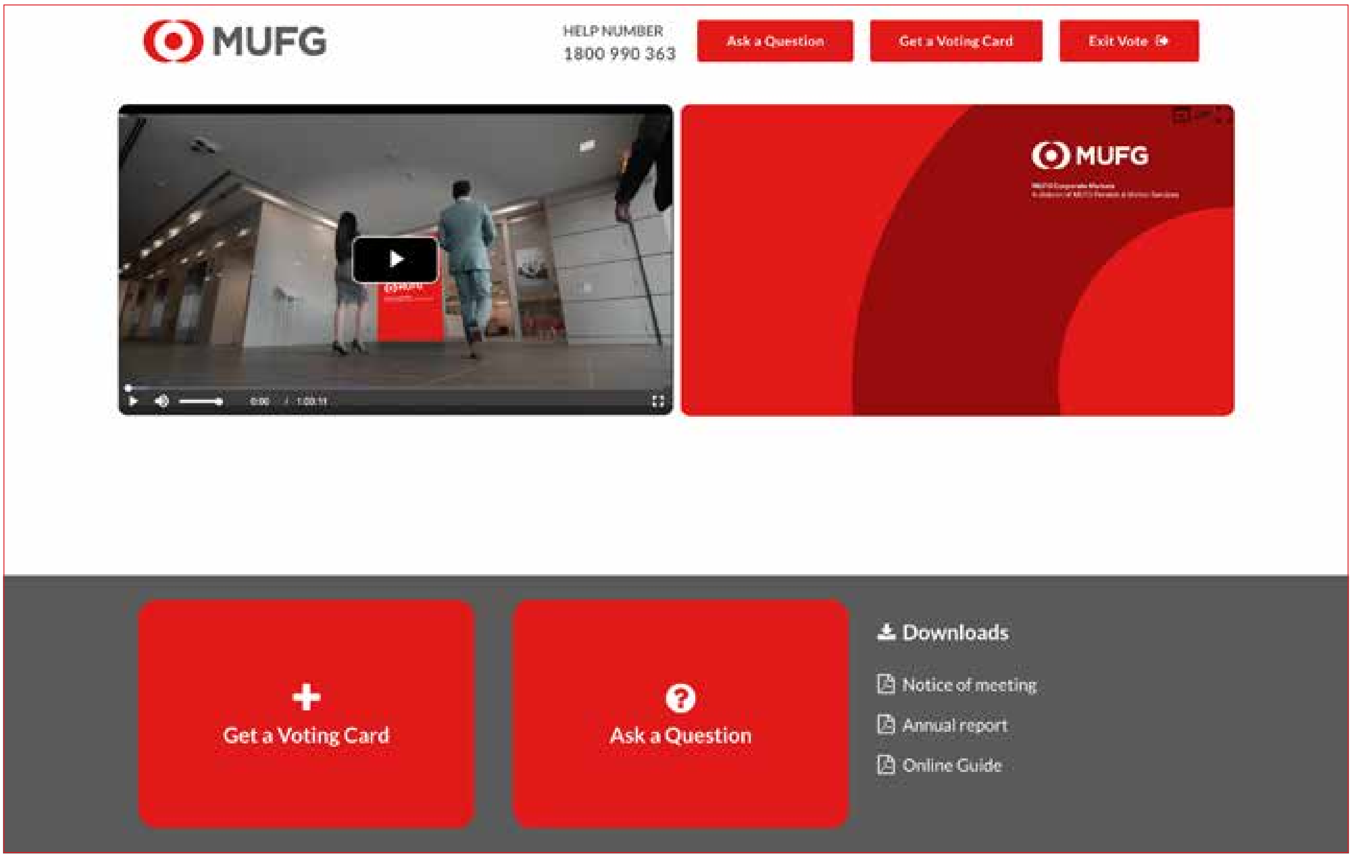


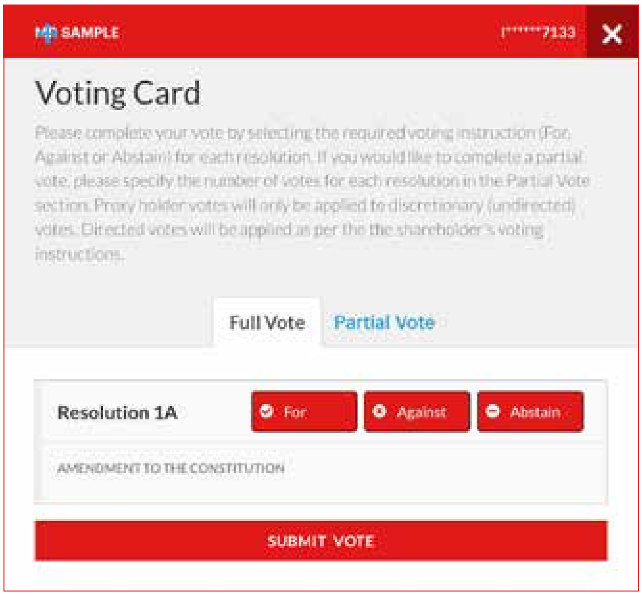
If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit either a Full Vote or Partial Vote.





Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

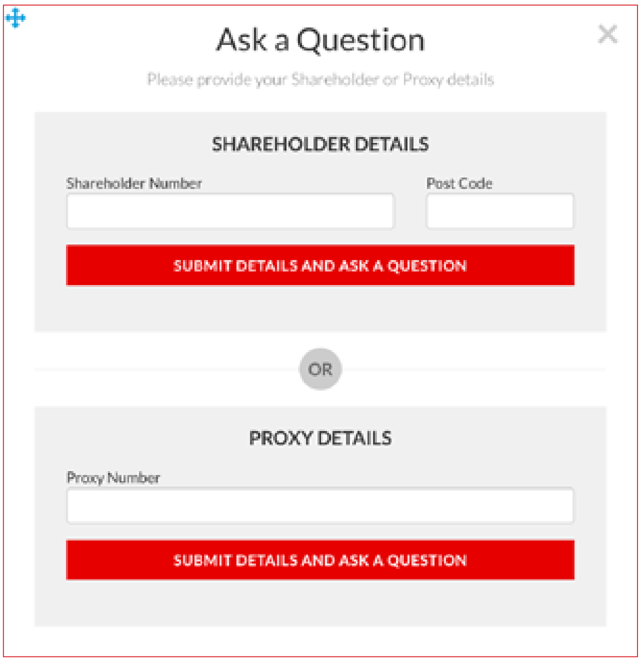
Online Meeting Guide *continued*

2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The **'Ask a Question'** box will pop up and you have the option to type in a written question of ask an audio question over the phone line.



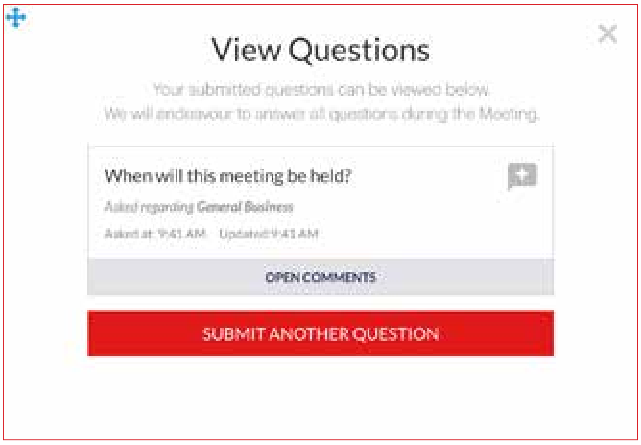
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

Click in the **'Question'** section and type your question and click on 'Submit'.

A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

Contact us

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