

Voting Access Code (VAC):

IMAGION BIOSYSTEMS LIMITED

(ASX: IBX)

3 May 2024

Dear Shareholder

Re: Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Imagion Biosystems Limited (**Imagion** or **Company**) will be held at the offices of K&L Gates Melbourne, Level 25, 525 Collins Street, Melbourne VIC 3000 and virtually via the online platform <https://www.web.lumiagm.com/367489986> on Friday 31 May 2024 at 10.00am (AEST) (Melbourne time).

The AGM will be held as a hybrid meeting, whereby shareholders can attend in person or virtually via the online platform at <https://www.web.lumiagm.com/367489986>. Registration opens from 9:30am on the day of the meeting. Accordingly, shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

In order to provide shareholders with the opportunity to fully participate in the Meeting, the Company announces that shareholders can attend in person and virtually via the online platform at <https://www.web.lumiagm.com/367489986> to do this you will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN) to be verified as a security holder or proxy holder. The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

Whilst live voting will now be available, shareholders are still strongly recommended to submit their votes by proxy to ensure that their votes are counted. Instructions on how to submit votes by proxy are contained within the "Proxies" section within the Notice of Meeting.

VOTING IS NOW OPEN. To vote online in relation to the following account, please follow the instructions below:

STEP 1: Visit <https://www.votingonline.com.au/ibxagm2024>

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC) – as shown in the top right corner of this letter

STEP 4: Follow the prompts to vote on each resolution

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure your online lodgement is received no later than 10:00am (AEST) on Wednesday 29 May 2024. Voting instructions received after this time will not be valid for the scheduled meeting.

In accordance with the recent amending provisions to the Corporations Act, the Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Memorandum (**Notice of Meeting**). The Notice of Meeting will be made available to shareholders electronically.

Access to the Notice of Meeting is available as follows:

1. Online on the Imagion Biosystems Limited website:
<https://imagionbiosystems.com/investor-hub/>
2. At our share registry website <https://www.investorserve.com.au/> by logging in and selecting Company Announcements from the main menu.
3. A copy of the Notice of Meeting has also been lodged on the Company's ASX market announcement page.

Shareholders who have provided an email address will receive an email to their nominated email address with a link to an electronic copy of the Notice of Meeting and the Voting Form. If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.investorserve.com.au/>.

If you are unable to access the Notice of Meeting online, please contact our share registry Boardroom Pty Limited at enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday, to arrange a copy.

Yours sincerely



Geoff Hollis,
CFO and Company Secretary
Imagion Biosystems Limited

IMAGION BIOSYSTEMS LIMITED
ACN 616 305 027

Notice of Annual General Meeting and Explanatory Memorandum

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the time, date and place specified below:

Time: 10.00 am (Melbourne time)

Date: Friday 31 May 2024

Place: K&L Gates Melbourne, Level 25, 525 Collins Street, Melbourne VIC
3000 and virtually via the online platform
<https://www.web.lumiagm.com/367489986>

How to join the Meeting

The AGM will be held as a hybrid meeting, whereby shareholders can attend in person or virtually via the online platform at <https://www.web.lumiagm.com/367489986>. Registration opens from 9:30am on the day of the meeting. Accordingly, shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Online Voting Procedures during the AGM:

Shareholders who wish to participate in the AGM online may do so by entering the following URL into an internet browser on your computer, laptop, smartphone, tablet or other smart device:

<https://www.web.lumiagm.com/367489986>

You can log in to the meeting by entering:

1. Your username, which is your Voting Access Code (VAC) which can be located on your AGM Notification Letter or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the online voting user guide for their password details.
3. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables Shareholders to view the AGM live, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Attendee registration by the above teleconference facility will be available between 9:30am and 10:00am (Melbourne time) on the day of the meeting.

All votes at the Meeting will be conducted by poll.

We also strongly recommend that all Shareholders lodge their votes via the Company's share register platform or by appointing a proxy prior to 10.00am (Melbourne time) on Wednesday, 29 May 2024.

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is given that the 2024 Annual General Meeting of Shareholders of Imagination Biosystems Limited will be held at 10.00am (Melbourne time) on Friday, 31 May 2024 in person at the offices of K&L Gates Melbourne, Level 25, 525 Collins Street, Melbourne VIC 3000 and virtually via the online platform at <https://www.web.lumiagm.com/367489986>

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Item 1: Financial and related reports

To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 31 December 2023.

2. Resolution 1: Adoption of the Remuneration Report (non-binding resolution)

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

"THAT the Remuneration Report of the Company and its controlled entities for the year ended 31 December 2023 be adopted in accordance with section 250R of the Corporations Act."

Note: This resolution is advisory only and does not bind the Company or the Directors.

Voting Exclusion Statement:

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of Key Management Personnel (**KMP**) named in the remuneration report for the year ended 31 December 2023, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with the directions of how to vote on the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form; or
- 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 2: Re-Election of Director – Mr Michael Harsh

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

"THAT, Mr Michael Harsh, being a Director, who retires in accordance with clause 20.3 of the Company's Constitution and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company."

4. Resolution 3: Re-Election of Director – Mr Mark Van Asten

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

"THAT, Mr Mark Van Asten, being a Director, who retires in accordance with clause 20.3 of the Company's Constitution and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company."

5. Spill Resolution – Conditional Resolution

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

“THAT, subject to and conditional on at least 25% of the votes validly cast on Item 2 (Resolution 1, Adoption of the Remuneration Report) being cast against the adoption of the Remuneration Report for the year ended 31 December 2023:

- a. a general meeting of the Company (Spill Meeting) be held within 90 days after passing of this resolution;*
- b. all the directors of the Company in office at the time when the resolution to make the Director's Report for the financial year ended 31 December 2023 was passed, other than the Managing Director, cease to hold office immediately before the end of the Spill Meeting; and*
- c. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

Note: The directors unanimously recommend you vote against this item.

Voting Exclusion Statement:

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of Key Management Personnel (**KMP**) named in the remuneration report for the year ended 31 December 2023, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with the directions of how to vote on the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form; or
- 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Geoff Hollis
Company Secretary

3 May 2024

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Questions from Shareholders

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, in relation to the conduct of the external audit for the year ended 31 December 2023, or the content of its audit report. Please send your questions via email to:

Company Secretary
 Imagination Biosystems Limited
corpsecretary@imaginationbio.com

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 31 December 2023.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

3. Who may vote

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00pm (Melbourne time) on Wednesday, 29 May 2024** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

4. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote. Voting will take place by proxy and not a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.

- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than **10.00am (Melbourne time)** on **Wednesday, 29 May 2024** or 48 hours before the time scheduled for the commencement of any adjourned meeting.
- (k) The completed Proxy Form may be lodged as follows:
 - **Online:** <https://www.votingonline.com.au/ibxagm2024>
 - **By fax:** + 61 2 9290 9655
 - **By mail:** Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
 - **In person:** Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia
- (l) The Chairman of the meeting intends to vote all available proxies in favour of all Resolutions.

5. Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote Resolution 1, he or she will not vote your proxy on those resolutions.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

Imagion Biosystems Limited ACN 616 305 027

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Imagion Biosystems Limited (**Company** or **Imagion**) to be held at 10.00am (Melbourne time) on Friday, 31 May 2024 at the offices of K&L Gates, Level 25, 525 Collins Street, Melbourne VIC 3000 and virtual via the online platform at <https://www.web.lumiagm.com/367489986>.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

1. **Item 1: Financial and related reports**

1.1 **Background**

Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 31 December 2023 to be laid before the Company's Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report will be sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2023 Annual Report will be available from the Company's website (www.imagionbiosystems.com).

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 31 December 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Company's auditor in relation to the conduct of the audit.

2. **Resolution 1: Adoption of Remuneration Report (non-binding resolution)**

2.1 **Background**

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report and is available from the Company's website (www.imagionbiosystems.com). The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the CEO.

The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

2.2 **Voting exclusion**

A voting exclusion statement applies to this resolution, as set out in the Notice.

2.3 **Board recommendation**

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

3. **Resolution 2: Re-Election of Director – Mr Michael Harsh**

3.1 **Background**

Clause 20.3 of the Company's Constitution, provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting.

Additionally:

- Rule 14.4 of the ASX Listing Rules provides that a Director (other than the Managing Director) must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer; and
- Under Rule 14.5 of the ASX Listing Rules, the Company must hold an election of Directors at each annual general meeting.

Mr Michael Harsh retires in accordance with clause 20.3 of the Company's Constitution and ASX Listing Rule 14.5 and being eligible, offers himself for re-election.

3.2 **About Mr Michael Harsh**

Michael is a co-founder and Chief Product Officer of Terapede Systems, a digital X-ray startup that focuses on developing an ultra-high resolution medical flat panel X-ray detector. Prior to co-founding Terapede Systems in 2015, Mr. Harsh had a 36-year long career with General Electric, including serving as Global Technology Leader – Imaging Technologies at the GE Global Research Center and culminating with him serving as Vice President and Chief Technology of GE Healthcare. Additionally, he serves on the boards of directors of Endra Life Sciences (NASDAQ: NDRA), EmOpti Inc. and Compute Health Acquisition Corp (NYSE:CPUH). He had previously served as a director for FloDesign Sonics until its acquisition by MilliporeSigma, a division of the Merck Group. Mr. Harsh is a graduate of Marquette University, where he earned a bachelor's degree in Electrical Engineering. He holds numerous U.S. patents in the field of medical imaging and instrumentation. In 2008, Mr. Harsh was elected to the American Institute for Medical and Biological Engineering College of Fellows for his significant contributions to the medical and biological engineering field.

Mr Harsh was appointed as a Director of the Company on 28 February 2017 and was last re-elected on 25 May 2022.

3.3 **If the resolution is not approved**

If Resolution 2 is not approved, Mr Harsh will retire as a Director following the date of the Meeting.

3.4 **Board recommendation**

The Board, with Mr Harsh abstaining, recommends that Shareholders vote in favour of this resolution.

4. **Resolution 3: Re-election of Director – Mr Mark Van Asten**

4.1 **Background**

Please refer to the background provided in section 3.1 of this Explanatory Memorandum.

4.2 **About Mr Mark Van Asten**

Mark has over 30 years of experience in the medical diagnostics and life sciences industry. Much of this time has been in international business development, strategic planning and introduction of new technology. Through Diagnostic Technology, a company he founded, he has been responsible for the development and introduction of a number of innovative technology platforms and technologies into mainstream healthcare use, including HPV DNA testing for cervical cancer screening and the molecular monitoring for both viral infections and cancer treatments. He holds an Adjunct Senior Lectures position at the School of Biotechnology and Biomolecular Science, University of NSW where he has collaborated on a number of research projects related to biosynthetic pathways in bacteria.

Mr Van Asten was appointed as a Director of the Company on 6 December 2016 and was last re-elected on 28 May 2021.

4.3 **If the resolution is not approved**

If Resolution 3 is not approved, Mr Van Asten will retire as a Director following the date of the Meeting.

4.4 **Board recommendation**

The Board, with Mr Van Asten abstaining, unanimously recommends that Shareholders vote in favour this resolution.

5. **Spill Resolution – Conditional Resolution**

5.1 **Background**

The Corporations Act includes a ‘two-strike’ rule in relation to remuneration reports. The ‘two-strike’ rule provides that if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive AGMs are against adopting the remuneration report, shareholders will have the opportunity to vote on a spill resolution (described below) at the second AGM.

At last year’s AGM, at least 25% of the votes cast on the resolution to adopt the 2022 Remuneration Report were against adopting the report (the first strike).

Accordingly, if at least 25% of the votes cast on Item 2 (Resolution 1) at this AGM are against adopting the 2023 Remuneration Report, this will constitute a ‘second strike’ and Item 5 will be put to the meeting and voted on as required by section 250V of the Corporations Act (the Spill Resolution).

If less than 25% of the votes cast on Item 2 (Resolution 1) are against adopting the 2023 Remuneration Report, then there will be no second strike and the Spill Resolution will not be put to the meeting.

If the Spill Resolution is put to the meeting, it will be considered as an ordinary resolution, which means that, to be passed, the resolution required the approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the resolution.

If the Spill Resolution is passed, a further general meeting (Spill Meeting) must be held within 90 days after the AGM and, immediately before the end of the Spill Meeting, each of: David Ludvigson, Mark Van Asten, and Michael Harsh being the current directors (other than the Managing Director in which Robert Proulx is currently acting in this capacity) who were in office when the Board approves the Directors' Report (the Relevant Directors), will cease to hold office.

The Spill Meeting would consider the election or re-election of directors, and each of the Relevant Directors would be eligible to seek re-election.

It is proposed that any vote would be conducted by a poll. Such a process results in each shareholder having one vote for each share held and in respect of which a vote is cast (subject to the voting exclusions).

The Board recommends that shareholders consider the following factors when making a decision on how to vote on any Spill Resolution put to the AGM:

- the substantial additional expense which holding a Spill Meeting would cause; and
- the disruption to the Company which would be caused by changes to the Board composition.

5.2 Voting exclusion

A voting exclusion statement applies to this resolution, as set out in the Notice.

5.3 Board recommendation

The directors unanimously recommend shareholders vote against this item.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 668 019
(outside Australia) +61 2 8016 2897

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be recorded **before 10:00am (Melbourne time) on Wednesday, 29 May 2024.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/ibxagm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities, your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to the meeting. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Voting restrictions for KMP

Please note that if you appoint a member of the Company's key management personnel (KMP) (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your votes on Resolution 1 unless you direct them

how to vote or the Chairman of the Meeting is your proxy. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Resolution 1, by completing and submitting this Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant resolution, even though the resolution is indirectly or directly connected with the remuneration of the KMP.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director, who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **by 10:00am (Melbourne time) on Wednesday, 29 May 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged as follows:

- 🖥 **Online** <https://www.votingonline.com.au/ibxagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Imagion Biosystems Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chairman of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held on Friday 31 May 2024 at 10.00am (Melbourne time) at **K&L Gates Melbourne, Level 25, 525 Collins Street, Melbourne VIC 3000** and **virtually via the online platform <https://www.web.lumiagm.com/367489986>** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chairman of the Meeting authorised to exercise undirected proxies on remuneration related matters If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolution 1**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though **Resolution 1** is connected with the remuneration of a member of the key management personnel for the Company.

The Chairman of the Meeting will vote all undirected proxies **in favour of all Items of business (including Resolution 1) and against resolution 4**. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

Board recommended items. The Board recommends shareholders vote FOR resolutions 1 to 3 inclusive.		Board Recommendation	For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report		FOR	☐	☐
Resolution 2	Re-Election of Director – Mr Michael Harsh	FOR	☐	☐	☐
Resolution 3	Re-Election of Director – Mr Mark Van Asten	FOR	☐	☐	☐
Non-endorsed items. The Board recommends shareholders vote AGAINST resolution 4		Board Recommendation	For	Against	Abstain*
Resolution 4	Spill Resolution – Conditional Resolution*		AGAINST	☐	☐

* Please note that Resolution 4 will only be considered at the meeting if the conditions set out in the Notice of Meeting are satisfied.

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary