

15 October 2018

IDX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Dear Shareholder

Integral Diagnostics Limited
2018 Annual General Meeting

The 2018 Annual General Meeting of Integral Diagnostics Limited is to be held on 16 November 2018 at 10:00am at the office of PricewaterhouseCoopers, Level 19, 2 Riverside Quay, Southbank, Victoria.

Please find enclosed the Notice of Meeting, Explanatory Memorandum, question form and Proxy Form for your information.

At the meeting, the Managing Director/Chief Executive Officer and I will comment on the Company's performance for the financial year ending 30 June 2018. The items of business set out in the Notice of Meeting will then be considered.

All resolutions to be put to the meeting are discussed in the Explanatory Memorandum attached to the Notice of Meeting, along with Directors' voting recommendations.

Please also refer to the 2018 Annual Report which can be viewed at www.integraldiagnostics.com.au.

If you plan to attend the meeting in person, please bring your Proxy Form to facilitate your registration. If you are not able to attend the meeting in person, I encourage you to complete and return the enclosed Proxy Form. The instructions for voting by proxy or in person are set out in the Important Information section on pages 2-4 of the Notice of Meeting.

I also encourage shareholders to submit written questions in advance of the meeting relevant to the business of the meeting. Please complete and return the Shareholders question form that is included with the Notice of Meeting by Friday 9 November 2018. I will then address the key questions during the course of the meeting.

I look forward to seeing you at the meeting and invite you to join the Board members and management for light refreshments at the conclusion of the meeting.

Yours sincerely

Helen Kurincic
Chairman

NOTICE OF 2018 ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting of Integral Diagnostics Limited (the **Company**) will be held at the office of PricewaterhouseCoopers located at Level 19, 2 Riverside Quay, Southbank, Victoria 3006, on Friday 16 November 2018, commencing at 10.00am (Melbourne Time).

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditors for the year ended 30 June 2018.

2. RE-ELECTION OF DR SALLY SOJAN AS A DIRECTOR

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

"That, Dr Sally Sojan, who retires by rotation and being eligible, be re-elected as a Director of the Company."

Details of the qualifications and experience of Dr Sally Sojan are set out in the Explanatory Memorandum.

3. RE-ELECTION OF DR CHIEN HO AS A DIRECTOR

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

"That, Dr Chien Ho, who retires by rotation and being eligible, be re-elected as a Director of the Company."

Details of the qualifications and experience of Dr Chien Ho are set out in the Explanatory Memorandum.

4. RE-ELECTION OF MR RUPERT HARRINGTON AS A DIRECTOR

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

"That, Mr Rupert Harrington, who retires by rotation and being eligible, be re-elected as a Director of the Company."

Details of the qualifications and experience of Mr Rupert Harrington are set out in the Explanatory Memorandum.

5. REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"The Remuneration Report for the year ended 30 June 2018 be adopted."

Note: voting restrictions apply to this item of business. Please see page 3 for further details.

6. APPROVAL OF LONG-TERM INCENTIVE GRANT OF FY19 RIGHTS TO THE MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of Rights to Dr Ian Kadish as his annual long-term incentive grant for the year ended 30 June 2019 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting."

Note: voting restrictions apply to this item of business. Please see page 4 for further details.

7. RATIFICATION OF SHARE ISSUE

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

"That for the purpose of Listing Rule 7.4 and for all other purposes, the issue of ordinary shares for the purposes of the acquisitions of imaging businesses in Australia and New Zealand as described in the Explanatory Memorandum, be ratified."

Note: voting restrictions apply to this item of business. Please see page 4 for further details.

The accompanying important information and Explanatory Memorandum form part of this Notice of Meeting.

By order of the Board

Kathryn Davies
Company Secretary

15 October 2018

IMPORTANT INFORMATION

ANNUAL REPORT

The Company's 2018 Annual Report is available at: <https://www.integraldiagnostics.com.au/page/for-investors/>

SHAREHOLDERS ENTITLED TO ATTEND AND VOTE

All shareholders may attend the Annual General Meeting.

The Board has determined that persons entitled to attend and vote at the meeting will be those persons set out in the register of Members as at 7.00pm (Melbourne Time) on Wednesday, 14 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

PROXIES

If you are a shareholder entitled to vote, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate.

If you wish to appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received before the commencement of the meeting, the body corporate (through its representative) will not be permitted to act as a proxy.

If you are a shareholder holding two or more shares, you can appoint either one or two proxies. Where two proxies are appointed, you can specify what proportion or number of your votes you want each proxy to exercise. If no proportion or number is specified, each proxy may exercise half of your votes, and if both proxies attend the meeting, neither proxy may vote on a show of hands.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Your proxy must vote in accordance with your directions on the proxy form. If a poll is duly demanded in relation to a proposed resolution, and you have directed your proxy how to vote, and either the proxy fails to attend the meeting or chooses not to vote on a poll then the Chairman of the meeting will vote your proxies on that resolution as directed by you.

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

Unless the Chairman of the meeting is your appointed proxy (or he/she becomes your proxy by default), members of the Company's Key Management Personnel (**KMP**) (which includes each of the Directors) and their closely related parties will not be able to vote as proxy on Items 5 and 6, and associates of Dr Kadish will not be able to vote as proxy in favour of item 6, unless you direct them how to vote. If you intend to appoint one of these individuals as your proxy, you should ensure that you direct that person how to vote on Items 5 and 6.

LODGEMENT

To be effective, completed proxy forms (together with any additional documentation such as a power of attorney or appointment of a body corporate representative) must be received by the Company via its Share Registry by 10.00am (Melbourne Time) on Wednesday, 14 November 2018, by one of the following methods:

Online: Shareholders may lodge proxies online by visiting www.investorvote.com.au and following the prompts. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the proxy form.

For Intermediary Online subscribers only (custodians and nominees) please visit: www.intermediaryonline.com

By Mail: to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001

In Person: Share Registry, Computershare Investor Services, 452 Johnson Street, Abbotsford, Victoria 3067

By Fax: to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

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 2001* (Cth) authorising him or her to act as that company's representative. The authority must be sent to the Company (attention: Company Secretary) and/or registry before the commencement of the meeting.

VOTING BY ATTORNEY

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company before the commencement of the meeting.

SHAREHOLDER QUESTIONS

The Annual General Meeting is intended to give shareholders the opportunity to hear both the Chairman and the Managing Director/Chief Executive Officer talk about the financial year just passed and also give some insight into the Company's prospects for the year ahead. At the meeting, shareholders will have a reasonable opportunity to ask questions on the management of the Company and the Remuneration Report.

Shareholders will also be given reasonable opportunity to ask the Company's auditor, PwC, questions about the content of its report, and the conduct of the audit of the Company for the past financial year.

Shareholders are encouraged to submit written questions in relation to these matters. During the meeting, the Chairman of the meeting will seek to address as many of the more frequently raised topics as possible. Please note that individual responses will not be sent.

Written questions must be submitted no later than 5:00pm (Melbourne Time) on Friday, 9 November 2018 by completing the question form enclosed with the Notice of Meeting.

Following the Annual General Meeting, shareholders are invited to join Directors and the executives for refreshments.

VOTING RESTRICTIONS

Voting on Item 5

The Company will disregard any votes cast on Item 5:

- a. by or on behalf of a member of the Company's KMP named in the Company's Remuneration Report for the year ended 30 June 2018 or their closely related parties, regardless of the capacity in which the vote is cast; or
- b. as a proxy by a person who is a member of the Company's KMP at the date of the meeting and their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 5:

- c. in accordance with a direction in the proxy form; or
- d. by the Chairman of the meeting, pursuant to an express authorisation in the proxy form to exercise the proxy even though Item 5 is connected with the remuneration of KMP.

Voting on Item 6

The Company will disregard any votes cast on Item 6:

- a. in favour of item 6 by or on behalf of Dr Kadish and any of his associates, regardless of the capacity in which the vote is cast; or
- b. as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 6:

- c. in accordance with a direction in the proxy form; or
- d. by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Item 6 is connected with the remuneration of the KMP.

Voting on Item 7

The Company will disregard any votes cast in favour of Item 7 by or on behalf of:

- a. any person who participated in the issue; and
- b. any associates of those persons,

unless the vote is cast as proxy for a person entitled to vote on Item 7:

- c. in accordance with a direction in the proxy form; or
- d. by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote as the proxy decides.

If you appoint the Chairman of the Meeting as your Proxy

If you appoint the Chairman of the Annual General Meeting as your proxy (or he/she becomes your proxy by default), and you do not direct your proxy how to vote on Items 5, 6 and 7 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy on these Items even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

The Chairman of the meeting intends to vote all available proxies in favour of Items 5, 6 and 7.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist shareholders in understanding the items of business at the forthcoming Annual General Meeting.

ITEM 1 - ANNUAL FINANCIAL STATEMENTS AND REPORTS

The Company's Annual Report for 2018 (which includes the Financial Report, the Directors' Report and the Auditor's Report, together called the "Reports") will be presented to the meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the Reports. However, shareholders will be given a reasonable opportunity to ask questions about the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's Auditor, PwC, 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 statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders are invited to submit written questions in advance of the meeting as set out in the enclosed form.

ITEM 2: RE-ELECTION OF DR SALLY SOJAN AS A DIRECTOR

Dr Sally Sojan (MBBS, FRANZCR, FAANMS, GAICD) was appointed as a Director of the Company in August 2014. Dr Sojan is a full-time permanently employed radiologist of the Company and is therefore considered by the Board to be a Non-Independent Executive Director. She is based in Queensland and is an appointed member of the Company's group-wide Integral and Queensland Clinical Leadership Committees.

Dr Sojan graduated from the University of Queensland with a medical degree and completed her radiology fellowship at the Princess Alexandra Hospital in Brisbane. Dr Sojan then completed her nuclear medicine and PET (Positron Emission Tomography) qualifications at The Royal Brisbane Hospital and The Royal Adelaide Hospital followed by an MRI (Magnetic Resonance Imaging) fellowship at The Mater Private Hospital in Brisbane.

Dr Sojan commenced working at South Coast Radiology where she established the first PET service on the Gold Coast. Dr Sojan was previously the Chair of the South Coast Radiology Board Meetings.

Dr Sojan's speciality interests include nuclear medicine and PET and musculoskeletal MRI.

Recommendation

The Board (with Dr Sally Sojan abstaining) unanimously recommends the re-election of Dr Sally Sojan as a Director of the Company.

ITEM 3: RE-ELECTION OF DR CHIEN HO AS A DIRECTOR

Dr Chien Ho (MBBS, FRANZCR, GAICD) was appointed as a Director of the Company in April 2008. Dr Ho is a full-time permanently employed radiologist of the Company and is therefore considered by the Board to be a Non-Independent Executive Director. Dr Ho commenced with Lake Imaging in 2004 and is based in Victoria. He is an appointed member and Chair of the Company's group-wide Integral Clinical Leadership Committee and an appointed member of the Victoria Clinical Leadership Committee.

Dr Ho is a fellow of the Royal Australian and New Zealand College of Radiologists and an accredited MRI (Magnetic Resonance Imaging) supervising radiologist. Upon completion of his radiology training at The Royal Melbourne Hospital, Dr Ho undertook advanced training at three London hospitals: Chelsea and Westminster Hospital, The Royal National Orthopaedic Hospital and University College Hospital. During this time he completed an MRI/musculoskeletal fellowship and also spent time as a staff specialist.

Dr Ho has considerable experience across all radiology modalities with a special interest in musculoskeletal imaging, body MRI (including prostate) and Cardiac CT.

Recommendation

The Board (with Dr Chien Ho abstaining) unanimously recommends the re-election of Dr Chien Ho as a Director of the Company.

ITEM 4: RE-ELECTION OF MR RUPERT HARRINGTON AS A DIRECTOR

Mr Rupert Harrington (BTech, MSc, CDipAF) was appointed as a Non-Executive Director of the Company in October 2015. He is considered by the Board to be an independent Director.

Mr Harrington is an experienced director with a wealth of experience in business strategy and Mergers & Acquisitions. His early career was in operational general management in the United Kingdom & Australia. His career from 1987 was in private equity where he has an excellent track record of delivering results for investors in sectors including health, technology, services and manufacturing. This included Advent Partners' healthcare investments in Primary Health Care and Genesis Care.

Mr Harrington is currently Chairman of Clover Corporation Limited (ASX:CLV) and Non-Executive Director of Pro-Pac Packaging Limited (ASX:PPG) and Advent Partners. At the end of 2017 he resigned as Non-Executive Director of Bradken Limited following its successful acquisition by Hitachi.

Recommendation

The Board (with Mr Rupert Harrington abstaining) unanimously recommends the re-election of Mr Rupert Harrington as a Director of the Company.

ITEM 5: ADOPTION OF THE REMUNERATION REPORT FOR YEAR ENDED 30 JUNE 2018

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, this resolution is advisory only and does not bind the Directors or the Company. Nevertheless the Board will take into account the outcome of the vote and discussion at the meeting when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for KMP of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2018 (and can be found on pages 14 to 23 of the Annual Report).

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report.

Recommendation

The Board unanimously recommends the adoption of the Remuneration Report.

ITEM 6: APPROVAL OF LONG-TERM INCENTIVE GRANT OF FY19 RIGHTS TO THE MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of zero exercise priced options (referred to as **FY19 Rights**) to Dr Ian Kadish, Managing Director/Chief Executive Officer, as part of his long-term incentive (LTI) award for the year ended 30 June 2019 (**FY19**) as well as for the issue of any shares on vesting and exercise of the FY19 Rights.

Subject to shareholder approval, the FY19 Rights will be granted under Integral Diagnostics Equity Incentive Plan (**Plan**) within 12 months of the meeting.

Key terms of the FY19 LTI award

The Company's LTI is designed to align the interests of the Managing Director/Chief Executive Officer with the interests of shareholders by providing him with the opportunity to receive an equity interest in the Company through the granting of FY19 Rights.

It is proposed that Dr Kadish be granted 200,000 FY19 Rights, which have been determined by dividing Dr Kadish's LTI opportunity (being \$570,000) by the 30 day volume weighted average share price of the Company's shares traded on the ASX over the 30 trading days up to and including 22 August 2018 (being \$2.85), rounded up to the nearest whole number.

As the FY19 Rights will form part of Dr Kadish's remuneration, they will be granted at no cost and there will be no amount payable on vesting and exercise. The FY19 Rights will be automatically exercised on vesting.

The Company may issue new shares or acquire shares on market to satisfy awards under the Plan. Each FY19 Right entitles Dr Kadish to one ordinary share in the Company on vesting and exercise. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to vesting and exercise, FY19 Rights do not entitle Dr Kadish to any dividends or voting rights.

Performance condition

Dr Kadish's FY19 Rights will vest subject to the satisfaction of an earnings per share (**EPS**) performance condition. EPS measures the earnings generated by the Company attributable to each share on issue on a fully diluted basis.

The EPS performance condition will be measured by reference to the compound annual growth rate (**CAGR**) of the Company's EPS over a period of 4 financial years, commencing on 1 July 2018 and ending on 30 June 2022. The EPS in FY18 for the purposes of this calculation has been determined by the Board to be 12.48 cents per share.

The percentage of FY19 Rights that will be eligible for vesting (if any) will be determined as follows:

Company's EPS CAGR over the performance period	% of FY19 Rights that vest
Less than 5% p.a.	Nil
Equal to 5% p.a.	20%
Between 5% and 15% p.a.	Straight line pro rata vesting between 20% and 100%
Equal to, or above, 15% p.a.	100%

Testing of the performance condition

The performance period will run from 1 July 2018 to 30 June 2022.

EPS will be measured on a compound growth basis over the four year performance period as the Board believes this incentivises Dr Kadish to improve performance over the performance period. Calculation of EPS, the CAGR of the EPS and achievement against the performance condition will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

The performance condition will be tested after the end of the performance period. The number of FY19 Rights that vest (if any) will be determined by the Board following completion of testing. Any remaining portion of the FY19 Rights that do not vest will lapse.

If none of the FY19 Rights vest following testing after the end of the performance period due to some extreme event or circumstance, the Board may, in its discretion, decide to re-test the performance condition at the end of a further one year period ending on 30 June 2023. Shortly after 30 June 2023, the Board will re-test the EPS performance condition by reference to the CAGR of the Company's EPS over a period of 5 financial years, commencing on 1 July 2018 and ending on 30 June 2023.

If the performance condition is determined to be satisfied, the FY19 Rights will vest by reference to the vesting schedule above and the FY19 Rights will automatically exercise on vesting. No exercise price is payable by Dr Kadish.

Other key terms of the FY19 Rights

Cessation of employment

Where employment is terminated for cause or ceases due to resignation (other than for death, permanent disability or serious illness) all unvested FY19 Rights will automatically lapse, unless the Board determines otherwise.

Generally, if the Managing Director/Chief Executive Officer ceases employment for any other reason, all of his unvested FY19 Rights will remain on foot and be subject to the original performance condition, as if he had not ceased employment.

Change of control

Where there is likely to be a change of control, the Board has the discretion to accelerate vesting of some or all of the FY19 Rights (but not less than a pro rata portion (calculated based on the portion of the performance period that has elapsed and tested based on performance against the performance condition to that date)). Where only some of the FY19 Rights are vested on a likely change of control, the remainder of the FY19 Rights will immediately lapse.

If a change of control occurs before the Board exercises its discretion, a pro-rata portion of the FY19 Rights (equal to the portion of the relevant performance period that has elapsed up to the change of control) will vest. The Board retains a discretion to determine whether the remaining unvested FY19 Rights will vest or lapse.

Clawback

The Board has broad "clawback" powers to determine that FY19 Rights lapse, any shares allocated on exercise are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of gross misconduct).

Restrictions on dealing

Dr Kadish may elect to impose a trading restriction period beyond vesting and exercise of his FY19 Rights. This will have the effect of deferring the taxing point on any shares received by him. Dr Kadish may nominate one of following four dates for the restriction period to end (unless he ceases employment with the Group earlier):

- 1 July 2023 (one year), or
- 1 July 2025 (three years), or
- 1 July 2027 (five years); or
- 1 July 2030 (eight years).

In the event that re-testing occurs at the end of 30 June 2023, each of these four dates for the end of the restriction period will be one year later. During the restriction period, the shares will be subject to a holding lock or held in an employee share trust. Dr Kadish will be entitled to receive dividends on the shares and to vote in respect of those shares. Once the restriction period ends, Dr Kadish will be free to deal with the shares, subject to the Company's Securities Dealing Policy. If Dr Kadish ceases employment before the end of the restriction period, any restrictions will cease.

If Dr Kadish does not elect to impose a trading restriction period, no restriction period will apply and he will be free to deal in shares allocated to him on vesting and exercise of the FY19 Rights, subject to the requirements of the Company's Securities Dealing Policy.

Additional information provided in accordance with ASX Listing Rule 10.15

- Since the last shareholder approval at the 2017 Annual General Meeting, Dr Kadish has been granted 362,585 zero priced options at no cost (referred to as FY18 Rights) as his FY18 LTI award.
- Dr Kadish is the only Director entitled to participate in, and receive FY19 Rights under, the Equity Incentive Plan.
- No loan will be made by the Company in relation to the acquisition of FY19 Rights or allocation to Dr Kadish of any shares on exercise of those rights.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

Recommendation

The Board (with Dr Ian Kadish abstaining) unanimously recommends that shareholders approve the grant of FY19 Rights to Dr Ian Kadish.

ITEM 7: RATIFICATION OF SHARE ISSUE

On 2 July 2018 the Company completed the acquisition of Specialist Radiology Group, Trinity MRI, and Cavendish Radiology in Auckland, New Zealand (together, the **New Zealand Acquisitions**), and the acquisition of Geelong Medical Imaging (**GMI Acquisition**) in Victoria, Australia. Each acquisition required an issue of shares in the Company to the value of approximately AUD 23 million and AUD 1 million respectively to assist with financing and incentivising vendor radiologists.

ASX Listing Rule 7.1 provides that any listed entity must not issue equity that totals more than 15% of its fully paid ordinary shares in a 12 month period without the approval of shareholders (**15% Rule**). The shares issued in connection with the New Zealand Acquisitions and the GMI Acquisition were within the Company's placement capacity under Listing Rule 7.1. Listing Rule 7.4 provides that the Company may reinstate its capacity to issue up to 15% of the equity securities on issue in a 12-month period if shareholders ratify any previous issue of equity securities.

The Board is seeking shareholder ratification of the issue of shares in connection with the New Zealand Acquisitions and the GMI Acquisition so that the share issues are not considered in calculating the capacity of the Company to issue further shares under the 15% Rule. The resolution will assist the Company to manage its capital requirements efficiently by ensuring that the 15% limit is not diminished by the previous share issues and capacity is available for acquisitions and capital management, if necessary.

Terms of the ordinary share issue for New Zealand Acquisitions

Listing Rule 7.5 requires that the following information be provided to shareholders for the purposes of obtaining shareholder approval under Listing Rule 7.4:

- a. the number of ordinary shares in the Company that were issued was 9,971,928;
- b. the shares were issued at a price of AUD 2.38 (rounded up to the nearest cent);
- c. the shares allotted and issued were fully paid ordinary shares and rank equally in all respects with the Company's other ordinary shares on issue; and
- d. the shares were allotted and issued to shareholders and related parties of Specialist Radiology and MRI Limited, Trinity MRI Limited, and Cavendish Radiology Limited.

Terms of the ordinary share issue for the GMI Acquisition

Listing Rule 7.5 requires that the following information be provided to shareholders for the purposes of obtaining shareholder approval under Listing Rule 7.4:

- a. the number of ordinary shares in the Company that were issued was 376,682;
- b. the shares were issued at a price of AUD 2.79 per share (rounded up to the nearest cent);
- c. the shares allotted and issued were fully paid ordinary shares and rank equally in all respects with the Company's other ordinary shares on issue; and
- d. the shares were allotted and issued to Geelong Medical Imaging Pty Ltd.

Recommendation

The Board unanimously recommends that shareholders vote in favour of the ratification of the prior share issue.



Integral Diagnostics Limited
ABN 55 130 832 816

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (AEDT) on Wednesday 14 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Integral Diagnostics Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Integral Diagnostics Limited to be held at the office of PricewaterhouseCoopers located at Level 19, 2 Riverside Quay, Southbank, VIC 3006 on Friday 16 November 2018 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 5 & 6 (except where I/we have indicated a different voting intention below) even though Items 5 & 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 5 & 6 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
Item 2 Re-election of Dr Sally Sojan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Dr Chien Ho as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Mr Rupert Harrington as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approval of long-term incentive grant of FY19 rights to the Managing Director/Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Ratification of share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

IDX

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