



*Growing  
stronger...*

Notice of Annual General Meeting 2019

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### **Monash IVF Group Limited**

ACN: 169 302 309

Notice is hereby given that the Annual General Meeting (**AGM**) of shareholders of Monash IVF Group Limited (the **Company** or **Monash IVF Group**) will be held at:

KPMG  
Collins Square Tower Two  
Room 12 and 13  
Wominjeka & Bunjil Room  
Level 36  
727 Collins Street  
Melbourne 3008

On

Thursday 28 November 2019  
at 2.00pm (AEDT)

# *Business of the AGM*

## **Item 1 – Consideration of Monash IVF Group Financial Reports**

To receive and consider the Financial Report, Director's Report and Auditor's Report for the year ended 30 June 2019.

## **Item 2 – Remuneration Report**

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

*"That the Remuneration Report, which forms part of the Director's Report for the year ended 30 June 2019, be adopted."*

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

## **Item 3 – Re-election of Directors**

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

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

3b *"That Mr Neil Broekhuizen, a Non-Executive Director of the Company, and being eligible, offers himself for election, be re-elected as a Director of the Company."*

A summary of the Director's backgrounds and experience are set out in the explanatory notes.

## **Item 4 – Approval of long term incentive grant of performance rights to the CEO under the FY2020 executive long term incentive plan**

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

*That approval be given for all purposes, including ASX listing rules 10.14, for the grant of performance rights to Mr Michael Knaap, as his annual long term incentive grant for the year ended 30 June 2020 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.*

Note: A voting exclusion statement applies to this resolution as per Explanatory Notes in this document.

By order of the Board



**Malik Jainudeen**  
Company Secretary

25 October 2019

# *Notice of Annual General Meeting*

## **Annual Report**

Monash IVF Group Annual Report is accessible via the website [www.monashivfgroup.com](http://www.monashivfgroup.com)

## **Eligibility to Attend and Vote**

For the purpose of attending or voting at the AGM, shares will be taken to be held by the persons who are registered holders at 7.00pm (AEDT) on Tuesday 26 November 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

## **Voting by Proxy**

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

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

A proxy does not need to be a Shareholder. A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM. The representative must bring to the AGM a properly executed letter or other document confirming that they are authorised to act as the body corporate's representative.

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

To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited by no later than 48 hours prior to the commencement of the Annual General Meeting (2.00pm (AEDT) Tuesday 26 November 2019).

## **Proxy Voting by the Chair**

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

Where the Chair is appointed as a Shareholder's proxy on Item 2 or Item 4, (or he becomes your proxy by default) and the Shareholder has not specified the way in which the Chair is to vote on Item 2 or Item 4, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business.

## **Corporate Representatives**

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

## Proxy Forms

The proxy form (and the power of attorney or other authority, if any, under which a proxy form is signed, or a certified copy of the power or other authority) must be completed and received by the Company's Share Registry no later than 2.00pm (AEDT) on Tuesday 26 November 2019.

Proxies (and, if applicable, authorities) may be returned:

Online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Choose Monash IVF Group Ltd from the drop down menu, enter the holding details as shown on the proxy form, and follow the instructions provided to appoint a proxy.

### By mail

Monash IVF Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

### By hand (business hours only 9.00am to 5.00pm Monday to Friday)

Monash IVF Group  
C/- Link Market Services Limited  
Level 12, 680 George Street  
Sydney 2000

### By facsimile

+61 2 9287 0309

Any proxy form received after 2.00pm (AEDT) on Tuesday 26 November 2019 will not be valid for the scheduled AGM.

# *Explanatory Notes*

## **Item 1 – Consideration of Monash IVF Group Financial Reports**

The Financial Reports including the Director's Report and Auditor's Report (the Reports) for the year ended 30 June 2019 will be laid before the AGM. There is no requirement for a formal resolution on this item. However, the Chairman will allow reasonable opportunity for shareholders to ask questions and make comments on the operations and management with regard to the Reports. Shareholders will also be given a reasonable amount of time to ask the appointed Auditor representative questions about the content and conduct of the audit.

## **Item 2 – Remuneration Report**

The Remuneration Report for the year ended 30 June 2019 outlines the remuneration arrangements of Monash IVF Group in accordance with the requirements of the *Corporations Act 2001* and its regulations. The information has been audited as required by section 308 of the *Corporations Act 2001*.

The Remuneration Report addresses the following issues:

1. Remuneration governance
2. Principles used to determine the nature and amount of remuneration
3. Executive remuneration
4. Non-executive Director remuneration
5. Details of remuneration for key management personnel
6. Loans to key management personnel
7. Key management personnel shareholdings
8. Group performance

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

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

### **Voting exclusions**

As required by the *Corporations Act 2001*, the Company will disregard any votes cast on Item 2 by any member of the Company's key management personnel (KMP), details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member unless the person votes as a proxy appointed in writing that specifies how the shareholder wishes to vote. In addition, the Chairman of the AGM will be able to vote as a proxy appointed in writing that expressly authorises him to vote on the resolution even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

### Item 3 – Re-election of Directors

In accordance with the Company's constitution, an election of Directors must occur at every Annual General Meeting. The following two Directors have offered themselves for re-election:

#### 3a Re-election of Ms Zita Peach (Non-Executive Director)

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

Ms Peach's most recent executive position was as the Managing Director for Australia and New Zealand and Executive Vice President, South Asia Pacific for Fresenius Kabi, a leading provider of pharmaceutical products and medical devices to hospitals. Previously, Ms Peach was Vice President, Business Development, for CSL Limited, a position she held for ten years.

Ms Peach is a Non-Executive Director of the ASX-listed Starpharma Holdings Limited, Pacific Smiles Group Limited and Visioneering Technologies, Inc. Ms Peach is also a member of the Hudson Institute of Medical Research Board. Ms Peach is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Marketing Institute.

The Directors (other than Ms Peach) recommend that Shareholders vote in favour of item 3a.

#### 3b Re-election of Neil Broekhuizen (Non-Executive Director)

Mr Neil Broekhuizen is the Joint Chief Executive Officer of Ironbridge.

Neil has 25 years of private equity experience with Investcorp and Bridgepoint in Europe and Ironbridge in Australia. Neil is currently Chairman and Director of Bravura Solutions Limited and Director of PKS Holdings Ltd.

Neil is qualified as a Chartered Accountant and holds a BSC (Eng) Honours degree from Imperial College, University of London.

The Directors (other than Mr Broekhuizen) recommend that Shareholders vote in favour of item 3b.

### Item 4 – Approval of long term incentive grant of performance rights to the CEO under the FY2020 executive long term incentive plan

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Mr Michael Knaap, Managing Director and Chief Executive Officer (MD and CEO) proposed as part of his Long Term Incentive (LTI) award for FY2020.

#### Key terms of the FY2020 LTI grant

The LTI Plan is designed to align the interests of the Managing Director and Chief Executive Officer with the interests of shareholders by providing the opportunity to receive an equity interest in Monash IVF Group through the granting of performance rights.

Mr Michael Knaap will be granted 294,410 performance rights, which have been determined by dividing Mr Knaap's LTI maximum opportunity of \$300,000 by the volume weighted average share price of the Monash IVF Group Limited shares traded on the ASX on the 10 trading days (VWAP) following the announcement of the FY2019 financial results.

As the performance rights form part of Mr Knaap's remuneration, they will be issued at no cost and there will be no amount payable on vesting. On vesting, each performance right entitles Mr Knaap to one ordinary share in the Monash IVF Group Limited (Share) plus an additional number of Shares calculated on the basis of the dividends which would have been paid on that one Share had it been issued at the time of grant of the performance right and assuming that those dividends were reinvested at the closing price of Shares on the distribution date of those dividends. Prior to vesting, performance rights do not entitle Mr Knaap to any dividends or voting rights.



## Explanatory Notes (Continued)

### Performance conditions

The LTI performance rights are granted in two tranches with each tranche subject to separate vesting conditions based upon external measures as follows:

- Tranche one – 50% of the performance rights will be subject to a Basic Earnings Per Share (EPS) hurdle. No vesting occurs below the threshold level EPS of 10% per annum;
- Tranche two – 50% of the performance rights will be subject to a Relative Total Shareholder Return (TSR) hurdle relative to the ASX300 Healthcare Accumulation Index (Index). No vesting occurs if the TSR is less than the Index performance. TSR growth is calculated based on the 10 day closing VWAP after the FY2019 and FY2022 results announcements, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date.

These hurdles and vesting schedules are set out below:

<b>Tranche one: Basic EPS Performance (50% weighting)</b>	<b>Tranche two: Relative TSR Performance (50% weighting)</b>	<b>Portion of performance rights that will vest against the relevant target</b>
Less than 10% per annum	Less than Index return	0%
10% per annum	Equal to Index return	20%
Between 10% and 12%	Between Index return and Index return + 5%	Straight line pro-rata vesting
At or above 12% per annum	Equal to or > Index return + 5%	100%

### Testing of the performance conditions

#### Tranche one: Basic EPS

The performance period will run from 1 July 2019 to 30 June 2022. The hurdle for 50% of the rights is based on an earnings per share hurdle which measures the compound growth of the Monash IVF Group Limited basic earnings per share (EPS) over a three year period from 1 July 2019 to 30 June 2022. Basic EPS is subject to audit applying the requirements of Australian Accounting Standard AASB 133. EPS may be normalised by adjustment for any amounts in respect of the period individually significant, non-recurring, abnormal or unusual gains or losses of the Group, whether realised or unrealised. The base EPS is the underlying FY2019 EPS of 8.9 cents. No vesting occurs at below a threshold level of EPS growth of 10% per annum. 20% will vest at threshold performance, 100% will vest at maximum performance or above, with pro-rata vesting between threshold and maximum.

#### Tranche two: Relative TSR

The hurdle for the other 50% of the rights are based on the Monash IVF Group Limited total shareholder return ('TSR') relative to the ASX300 Healthcare Accumulation Index (Index) from the 10 day closing VWAP period after the FY2019 and FY2022 results announcements. In respect of the tranche, no performance rights will vest if the TSR performance is less than the Index performance. 20% will vest at threshold performance when TSR equals Index returns, 100% will vest at maximum performance if TSR equals Index returns +5% on an annualised basis, with pro-rata vesting between threshold and maximum. TSR is calculated based on the closing share price, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date, as at the start of the performance period and the end of the performance period.



## Other key terms of the LTI Plan

### Event for a performance right to lapse

A performance right granted will lapse, amongst other relevant events:

- if the vesting conditions are not satisfied within the relevant time period; or
- on the fifteenth anniversary of the date the Rights were granted.

### Cessation of employment

Subject to the discretion of the Board, on the cessation of employment of Mr Knaap with the Monash IVF Group, the performance rights will not lapse and will remain to be tested at the end of the performance period. At the time of cessation of employment, the Board has a discretion to determine that some or all of the performance rights will lapse and the Board may have regards to the facts and circumstances at the time of cessation of employment, including the proportion of performance period in which Mr Knaap was employed by the Monash IVF Group.

### Change of control

Where a Control Event occurs, the Board may determine that Mr Knaap's unvested performance rights will vest, lapse, remain subject to existing vesting conditions or be subject to substitute vesting conditions. A Control Event occurs where:

- a person who previously had voting power in Monash IVF Group Limited of less than 50% obtains voting power of more than 50% through a takeover bid;
- a takeover bid for Monash IVF Group Limited is declared unconditional at a time prior to the bidder being entitled to 50% of the issued ordinary shares;
- a court convenes a meeting of Monash IVF Group Limited shareholders to vote on a proposed scheme of arrangement pursuant to which control of the majority of ordinary shares may change; or
- any transaction or event that in the opinion of the Board may result in a person becoming entitled to exercise control over Monash IVF Group Limited.

In exercising that discretion, the Board may have regard to any relevant matter, including the circumstances of the Control Event, the extent to which the applicable vesting conditions have been satisfied and/or the proportion of the performance period that has elapsed at that time.

### Malus and Clawback

If the Board determines that Mr Knaap has committed any act of fraud, dishonesty, breach of his obligations to the Monash IVF Group or is knowingly involved in a material misstatement of financial statements, the Board may determine that:

- the vesting conditions and/or the performance period for the performance rights should be altered or reset;
- unvested performance rights shall lapse;
- vested but unexercised performance rights are forfeited;
- Shares resulting from the exercise of vested performance rights are forfeited;
- cash amounts paid in settlement of vested performance rights must be repaid; or
- net proceeds of the sale of Shares resulting from the exercise of vested performance rights must be repaid.

### Restrictions on dealing

Mr Knaap must not sell, transfer, hedge or otherwise deal with performance rights, except with the approval of the Directors. Mr Knaap will be free to deal with the Shares allocated on vesting of the performance rights, subject to the requirements of Monash IVF Group's Securities Trading Policy.

## *Explanatory Notes (Continued)*

### **Settlement of vested performance rights**

On vesting of the performance rights, shares may be issued or acquired on market, or the Board may determine to settle the performance rights with a cash equivalent amount. Details of any shares issued under the LTI Plan will be published in the Company's annual report for the relevant period.

### Other required information – ASX Listing Rules

- Mr Knaap is the only Director eligible to participate and receive performance rights under the LTI Plan. No associate of any Director is entitled to participate;
- No Director (or associate of any Director) has received securities under the LTI Plan since it was approved by shareholders at the 2017 Annual General Meeting;
- There is no loan provided in relation to performance rights (or the Shares underlying them);
- ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. If item 4 is approved, any issue of shares resulting from the vesting and exercise of the performance rights would be treated, for the purpose of ASX Listing Rule 7.1, as having been made with prior shareholder approval. Those shares would then cease to use up part of the 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities;
- If the grant of performance rights is approved, they will be issued as soon as possible and no later than 28 November 2020.

### Voting exclusion statement

As required by the *Corporations Act 2001*, Monash IVF Group Limited will disregard any votes cast on Item 4 as a proxy by a person who is a member of the KMP at the date of the meeting or their closely related parties where the proxy appointment does not specify the way the proxy is to vote on Item 4. However, the Chairman of the AGM will be able to vote as a proxy appointed in writing that expressly authorises him to vote on the resolution even though that resolution is connected directly or indirectly with the remuneration of a member of the Monash IVF Group limited key management personnel.

As required by ASX listing Rule 10.15, the Company will disregard any vote cast in favour of Item 4 by or on behalf of any director eligible to participate in the LTI Plan and any of their associates. However, Monash IVF Group Limited need not disregard a vote if:

- (a) It is cast by a person as a proxy of a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by the Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Directors' recommendation

The Directors (other than Mr Knaap) recommend that Shareholders vote in favour of Item 4.





LODGE YOUR VOTE

**ONLINE**  
www.linkmarketservices.com.au

**BY MAIL**  
Monash IVF Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

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



X99999999999

PROXY FORM

I/We being a member(s) of Monash IVF Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman 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 Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Thursday, 28 November 2019 at KPMG, Collins Square Tower Two, Room 12 and 13, Wominjeka & Bunjil Room, Level 36, 727 Collins Street, Melbourne 3008 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2 & 4:** If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 & 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 Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

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

STEP 2

Resolutions

For Against Abstain\*

2 Adoption of the Remuneration Report (non-binding advisory vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Ms Zita Peach as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Mr Neil Broekhuizen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of long term incentive grant of performance rights to the CEO under the FY2020 executive long term incentive plans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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.

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

STEP 3

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 Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman 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.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman 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 he or she chooses. 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:

- 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
- return both forms together.

### 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 produced 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.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 Tuesday, 26 November 2019**, 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

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the 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 MAIL

Monash IVF Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**