For personal use only

ImpediMed Limited
Suite 31C, 12-18 Tryon Rd
Lindfield NSW 2070
Australia
E: investorrelations@impedimed.com
W : impedimed.com

15 October 2026

Companies Announcements Office
Australian Securities Exchange

Notice of Annual General Meeting and Voting Form

Attached is a Notice of Meeting and Voting Form in respect of the Annual General Meeting for ImpediMed Limited (**ImpediMed**) (ASX:IPD) which is being held on Wednesday, 18 November 2026 at 11.00am AEDT.

Approved for release by the Board of ImpediMed Limited.

For more information, contact Leanne Ralph, Company Secretary, at leanne.ralph@bellev.com.au

impedimed®

For personal use only

ImpediMed Limited

ACN 089 705 144

Notice of Annual General Meeting

Wednesday, 18 November 2026
11.00am (AEDT)

For personal use only

impedimed®

Chair's message

15 October 2026

Dear ImpediMed Shareholder,

On behalf of the Board, I am pleased to invite you to attend the 2026 Annual General Meeting (**AGM**) of ImpediMed Limited, which will be held on Wednesday, 18 November 2026 commencing at 11.00am (AEDT) at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

The meeting will also be held via an audio webcast to enable those shareholders who are unable to attend in person, to participate in the AGM. We do, however, encourage you to attend the meeting in person if you are able to.

You can participate in the AGM through the online platform at https://meetings.openbriefing.com/IPD26. Details on how to join online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which are available on our website at **https://investors.impedimed.com/corporate-governance.**

Please read the Notice of Meeting (including the Explanatory Memorandum) (which can be found at **https://investors.impedimed.com/corporate-governance**), and the Voting Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of ImpediMed recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online no later than 11.00am (AEDT) on Monday, 16 November 2026.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this are outlined in the attached Notice of Meeting.

I also encourage you to read our 2026 Annual Report which provides a detailed overview of business performance last year, which can be found at **https://investors.impedimed.com/annual-reports**.

Thank you for your continued support of ImpediMed. I look forward to the opportunity to provide you with a progress update and to hear your views at our AGM.

Yours sincerely,

Christine Emmanuel-Donnelly
Chair

impedimed®

Participation in the AGM

The Annual General Meeting (**AGM**) of ImpediMed Limited (**ImpediMed** or **Company**) will be held on Wednesday, 18 November 2026 commencing at 11.00am (AEDT).

For personal use only

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting

Access online at **https://investors.impedimed.com/corporate-governance.**

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email **communications@cm.mpms.mufg.com**

Vote or appoint proxy

Return the hard copy Voting Form or vote online at **https://au.investorcentre.mpms.mufg.com/**
To be valid, your Direct Vote or proxy appointment must be received by **11.00am (AEDT)** on **Monday, 16 November 2026**

Ask a question or make a comment

Submit questions online or **https://au.investorcentre.mpms.mufg.com/**
by **5.00pm (AEDT) on Wednesday, 11 November 2026**

At the AGM

Attend the AGM in person

The AGM will be held at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

Join online

- Enter **https://meetings.openbriefing.com/IPD26** into a web browser
- Enter your name, phone number, email and company name (if applicable) and select 'Continue' to register
- If you are a shareholder, enter your SRN/HIN and postcode
- If you are a proxy, enter the code that MUFG will email to you 12 hours before the AGM

Vote online

Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.

- Once you have registered via the portal, your voting card will appear on your screen
- Voting will open at the start of the AGM
- Select 'Get a Voting Card' to vote

Ask a question or make a comment online

Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make comments.

- Click on the 'Ask a Question' box at the top or the bottom of the webpage
- Select the Resolution to which your question relates from the 'Regarding' menu and type your question or comment
- Questions will be read aloud to the AGM

Please refer to the Virtual Meeting Online Guide at https://investors.impedimed.com/corporate-governance for further details about attending via the online portal. If you need assistance, please call +61 1800 990 363.

If you would like to receive a printed copy of this Notice or any future Notices, please contact the Share Registry on +61 1300 554 474.

impedimed®

Notice of Annual General Meeting

For personal use only

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of ImpediMed Limited (**Company** or **ImpediMed**) will be held on Wednesday, 18 November 2026 at 11.00am (AEDT) at the offices of Clifford Chance, Level 24, Brookfield Place, 10 Carrington Street, Sydney NSW 2000, and via an audio webcast (**Meeting**).

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Voting Form comprise part of this Notice.

Items of business

Item 1: Financial statements and reports

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

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2026, at **https://investors.impedimed.com/annual-reports**.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2026."

Notes:

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

(ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 3: Re-election of Ms Janelle Delaney

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

"That Ms Janelle Delaney, being a Director who is retiring in accordance with clause 16 of the Company's Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a director of the Company."

For personal use only

Item 4: Re-election of Ms Fiona Bones

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

"That Ms Fiona Bones, being a Director who is retiring in accordance with clause 16 of the Company's Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a director of the Company."

Item 5: Approval to issue securities under the ImpediMed Employee Incentive Plan

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

"That, for the purposes of Part 2D.2 of the Corporations Act (including sections 200B, 200C and 200E), Listing Rule 7.2, Exception 13 and for all other purposes, approval is given to the ImpediMed Employee Incentive Plan and the US Sub-Plan (in each case, as amended) and the issue of securities under the ImpediMed Employee Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 6: Grant of 109,794,161 Performance Rights to Mr Erik Anderson, Chief Executive Officer and Managing Director, under the ImpediMed Employee Incentive Plan

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given to the grant and issue of 109,794,161 Performance Rights to Mr Erik Anderson, the Chief Executive Officer and Managing Director of the Company, and the subsequent issue of Shares on the vesting of those Performance Rights, under the ImpediMed Employee Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 7: Approval of Chief Executive Officer and Managing Director termination benefits

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

"That for the purposes of Part 2D.2 of the Corporations Act (including sections 200B, 200C and 200E), Listing Rule 10.19 and for all other purposes, approval is given to the provision of benefits to Mr Erik Anderson, the Chief Executive Officer and Managing Director of the Company, in connection with Mr Anderson ceasing to hold a managerial or executive office with the Company or a Related Body Corporate, or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a Related Body Corporate, on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 8: Change of Company name and Constitution

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

"That, for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to change name from ImpediMed Limited to SOZOHealth Holdings Limited, and all references to the Company's name within the Constitution be amended to reflect the Company's new name, in each case effective from the date that the Australian Securities and Investments Commission updates its register to reflect the new name."

For personal use only

For personal use only

Voting Procedures

All resolutions will be by poll

In accordance with clause 10.9 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Monday, 16 November 2026 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

How to vote – before the AGM

Direct vote – using the Voting Form

In accordance with clause 12.3 of the Constitution, Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 11.00am (AEDT) on Monday, 16 November 2026** by returning the hard copy Voting Form or by voting online (further details below).

If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The ImpediMed Direct Voting Regulations governing direct voting are available on the ImpediMed website at **https://investors.impedimed.com/corporate-governance.** By submitting a direct vote, you agree to be bound by the ImpediMed Direct Voting Regulations.

Appointment of Proxy

A Shareholder who is entitled to vote at this Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2, 5, 6 and 7 (see the Explanatory Memorandum):

- If a Shareholder has not directed their proxy on how to vote on Items 2, 5, 6 and 7 the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with her voting intention as stated in this Notice of Meeting.

For personal use only

Submitting your Voting Form

To be valid, a Voting Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed, signed and lodged Voting Form (together with the relevant original power of attorney or a certified copy of the proxy signed by an attorney) must be received by the Company's Share Registry, MUFG Corporate Markets (AU) Limited, no later than 11.00am (AEDT) on Monday, 16 November 2026 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the AGM by attending the Meeting in person.

Voting forms may be submitted in one of the following ways:

Online:	Via the Company's Share Registry at **https://au.investorcentre.mpms.mufg.com/.** You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
Mobile device:	Using a mobile device by scanning the QR code on the back of the Voting Form. You will also need your SRN or HIN and postcode for your shareholding.
By post:	MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets (AU) Limited by the Proxy Deadline.
By fax:	(02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
By hand delivery:	MUFG Corporate Markets (AU) Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW

Voting Forms and Powers of Attorney must be received by the Proxy Deadline.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from ImpediMed's share registry or online at **https://au.investorcentre.mpms.mufg.com** (under Resources then Forms).

How to vote – during the AGM

Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to vote and ask questions or make comments, at the meeting.

Using the Online Platform

Shareholders can vote directly using the online platform **https://meetings.openbriefing.com/IPD26 at any time between the commencement of the AGM (11.00am AEDT on Wednesday, 18 November 2026) and the closure of voting as announced by the Chair during the AGM**.

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a Voting Card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the Meeting. A change can be made to your vote at any time while voting remains open. Once you submit your voting card, you will be unable to change it. Any cards not submitted by the close of voting will be automatically submitted.

More information about how to use the online platform, including how to vote and ask questions online during the AGM, is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at our website at **https://investors.impedimed.com/corporate-governance.** If you intend to use the online platform, we recommend that you check to ensure the online platform works on your device before the AGM.

Proxy Voting by the Chair

For Items 2, 5, 6 and 7 where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on these items, the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Items 2, 5, 6 and 7 are connected directly or indirectly with the remuneration of Key Management Personnel (**KMP**).

The Chair intends to vote all undirected proxies in favour of all the resolutions in the Notice of Meeting, including Items 2, 5, 6 and 7.

Questions and Comments from Shareholders

Before the AGM

Shareholders can submit questions in advance of the AGM via the Share Registry website at **https://au.investorcentre.mpms.mufg.com/**.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Wednesday, 11 November 2026.

Questions will be collated, and the Chair and/or Chief Executive Officer will seek to address as many of the more frequently raised topics as possible during the AGM. Please note that individual responses will not be sent to Shareholders.

During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person or online will be able to ask questions or make comments during the Meeting, as described earlier in this Notice.

BY ORDER OF THE BOARD

Leanne Ralph
Company Secretary
15 October 2026

For personal use only

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held at 11.00am (AEDT) on Wednesday, 18 November 2026.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required to decide how to vote on the resolutions contained in the Notice.

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolutions in Items 3 - 7 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. The resolution in Item 8 is a special resolution.

Item 1: Financial statements and reports

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of ImpediMed Limited.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company and to ask questions about, or make comments on, the Annual Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Ernst & Young (**EY**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2026, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

Shareholders may submit written questions or comments to the Company in relation to the above matters, and the way to do this is outlined earlier in this Notice.

Item 2: Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 25-38 of the Company's Annual Report for the year ended 30 June 2026 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for KMP, including the directors and executives of the Company. The 2026 Annual Report is available at **https://investors.impedimed.com/annual-reports**.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments from Shareholders when considering the Company's remuneration policies.

Voting exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of:

(a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's 2026 Remuneration Report, or

(b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting Form.

For personal use only

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Board recommendation

The Board recommends that Shareholders vote **FOR** Item 2.

Item 3 – 4: Re-election of Directors

In accordance with the Company's Constitution and the Listing Rules, an election of Directors must be held at each annual general meeting.

Clause 16.1 of the Constitution states that one-third of all Directors (excluding the Managing Director and Directors appointed during the year by the Board) must retire at every annual general meeting and are eligible to stand for re-election. The Directors to retire pursuant to clause 16.1 of the Constitution are the Directors (other than the Managing Director) who have held office the longest since being appointed or last being elected. In the case where Directors were elected on the same day, the Directors to retire are determined by agreement between the Directors, or a ballot. Further, ASX Listing Rule 14.4 states that a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer.

Item 3: Re-election of Ms Janelle Delaney

Ms Janelle Delaney has elected to retire and offer herself for re-election at this Meeting.

Ms Delaney was last elected by shareholders on 19 November 2024. She currently serves as a member of the Audit and Risk Management Committee, Remuneration, People and Culture Committee and the Nomination Committee.

Ms Delaney has over three decades of extensive IT experience covering all facets from sales through software development, project/program delivery and business management.

As a partner at IBM Consulting, she is responsible for the quality of project delivery across IBM Consulting Asia Pacific's portfolio of several thousand projects and across all solutions (including digital transformation, AI, package implementations, application management services).

Prior to submitting herself for re-election, Ms Delaney confirmed that she would continue to have sufficient time to properly fulfil her director duties for the Company.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Ms Delaney to be an independent director.

Board recommendation

The Board (with Ms Delaney abstaining) supports the election of Ms Delaney and recommends that Shareholders vote **FOR** Ms Delaney's re-election as a Director of the Company.

For personal use only

For personal use only

Item 4: Re-election of Ms Fiona Bones

Ms Fiona Bones has elected to retire and offer herself for re-election at this Meeting.

Ms Bones was last elected by shareholders on 19 November 2024. She is the Chair of the Audit and Risk Management Committee and a member of the Nomination Committee.

Ms Bones currently serves as Vice President of Finance, International Controller at Google where she has worked for more than two decades. She is a Fellow of the Association of Chartered Certified Accountants, U.K and Ireland, and brings ImpediMed a wealth of global experience in finance, corporate governance and systems transformation. At Google, Ms Bones manages a team of 260 across 23 jurisdictions. She holds the distinction of being Google's first accountant for EMEA (Europe, Middle East and Africa), its first financial controller for Asia Pacific, and its first international controller for all territories outside the US. Prior to Google, Ms Bones served in finance roles with Micros Systems and Siebel Systems.

Prior to submitting herself for re-election, Ms Bones confirmed that she would continue to have sufficient time to properly fulfil her director duties for the Company.

Having had regard to the ASX Principles, the Board considers Ms Bones to be an independent director.

Board recommendation

The Board (with Ms Bones abstaining) supports the re-election of Ms Fiona Bones and recommends that Shareholders vote **FOR** Ms Bones' re-election as a Director of the Company.

Item 5: Approval to issue securities under the ImpediMed Employee Incentive Plan

Background

The Company established an Employee Incentive Plan (**EIP**) in September 2014 under which employees may be eligible to receive Shares, Performance Rights or Options. A US Sub-Plan to the EIP was also established as a means of providing incentives to employees who are residents or citizens of the United States. The purpose of the EIP (and the US Sub-Plan) is to align the interests of employees with those of the Company and Shareholders, and to attract, retain, and motivate employees.

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. Listing Rule 7.2 allows certain issues of securities to be excluded from the calculation of the number of securities issued in the 12-month period, including under exception 13(b), where an issue is made under an employee incentive plan, if within three years before the date of issue, the issue of securities under terms of the plan are approved by Shareholders.

Shareholders last approved the issue of securities under the EIP for the purposes of exception 13(b) of Listing Rule 7.2 at the AGM held on 19 November 2024 (**2024 AGM**). Exception 13(b) will cease to be available if there is a material change in the terms of the EIP (including the US Sub-Plan) from the terms set out in the 2024 AGM notice of meeting.

On 8 October 2026 the Board of ImpediMed exercised its powers under rule 13.1 of the EIP to make the following amendments to the US Sub-Plan:

- to increase the 'Appendix A Share Limit' from 100,000,000 shares to 350,000,000 shares and to increase the 'ISO Limit' from 100,000,000 shares to 350,000,000 shares;
- to provide that restricted share units and performance share units are a form of 'Incentive' for the purposes of the US Sub-Plan; and
- to provide that any restricted share units or performance share units granted under the US Sub-Plan will be exercised automatically upon vesting.

The Company considers that, taken together, the amendments may constitute a material change in the terms of the EIP (including the US Sub-Plan). Accordingly, the Company is seeking to refresh the approval of Shareholders under exception 13(b) so that securities issued under the EIP (and the US Sub-Plan) will continue to be excluded from any calculation of securities for the purpose of Listing Rule 7.1 for a further three years after the Meeting.

Further, for the purposes of US securities law applicable to the US Sub-Plan, the amendments to the US Sub-Plan will not be effective until approved by the shareholders in accordance with Item 5.

For personal use only

Summary of the terms of the EIP and US Sub-Plan

A summary of the terms of the EIP and the US Sub-Plan is outlined in Appendix 1. Capitalised terms in the summaries refer to definitions in the EIP.

Number of securities issued under the EIP since the date of the last approval at the 2024 AGM

The gross number of securities issued under the EIP, prior to forfeitures and cancellations, since the date of the last approval at the 2024 AGM is as follows:

Options: 35,987,805

Performance Rights: -

Maximum number of equity securities proposed to be issued under the EIP and US Sub-Plan

The maximum number of Shares which may be issued under the EIP (including the US Sub-Plan) on exercise or vesting of awards made under the EIP must not exceed 10% of the Company's total issued share capital at the time of the proposed issue. This maximum number will vary from time to time, however at the date of this Notice, the maximum number of Shares which may be issued under the EIP is 366,249,369, which includes the number that may be issued under the US Sub-Plan. Subject to obtaining shareholder approval in accordance with Item 5, the maximum number of Shares that may be issued under the US Sub-Plan is 350,000,000 Shares.

Approval for the purposes of Part 2D.2 of the Corporations Act

Under Part 2D.2 of the Corporations Act (including sections 200B, 200C and 200E), the Company may only give a person a "benefit" (as defined in the Corporations Act) in connection with their ceasing to hold a "managerial or executive office" (as defined in the Corporations Act) if the giving of the benefit has been approved by Shareholders or an exemption applies. One permissible exemption is where the aggregate benefits do not exceed one year's average base salary. The term "benefit" in Part 2D.2 has wide operation and could include the exercise of a discretion by the Board to waive any vesting condition or other restrictions on any incentives (which may be in connection with a participant's retirement from office).

Approval is sought under section 200E of the Corporations Act to allow the provision of benefits under the EIP to participants (including future participants) that would otherwise be restricted by section 200B of the Corporations Act. If this approval is obtained, it will give the Board maximum flexibility to deal with incentives issued under the EIP where a participant who holds a managerial or executive office ceases employment or engagement. Section 200E of the Corporations Act requires that, when seeking approval for the purposes of section 200B, details must be disclosed of the amount or value of the benefit, or (if that amount or value cannot be ascertained at the time of the disclosure) the manner in which the amount or value will be calculated, together with any matter, event or circumstance that will, or is likely to affect the calculation of the amount.

The value of any potential benefits cannot be ascertained at the present time. However, the value of the benefit will be based on the number of incentives that may become vest early if the Board exercises its discretion to waive the vesting conditions, and the market value of the Shares at the relevant time. Whether the benefits arise will depend upon a determination by the Board about treatment of the incentives when the person ceases to hold a "managerial or executive office". The Board may take account of matters it considers relevant, including (for example) the circumstances of termination the status of the service condition (i.e. the period of time remaining until the condition would have been satisfied), the relevant person's performance and the relevant person's period of employment or engagement.

Please also see Item 7 of the Explanatory Memorandum.

If Shareholder approval is not obtained

If Shareholders do not approve the resolution under Item 5, any securities issued under the EIP will be included in the calculation of the number of securities issued in the 12 month period under the available capacity under Listing Rule 7.1.

Voting exclusion

The Company will disregard any votes cast in favour of Item 5 by any person eligible to participate in the EIP which includes Mr Anderson and all ImpediMed employees, and any associates of such persons.

However, this does not apply to votes cast in favour of this Item by:

(a) a person as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with the directions given to the proxy or attorney to vote on Item 5 in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with a direction given to the Chair to vote on Item 5 as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Item 5; and

- the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 5 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 5.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 5 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolutions are connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board, with Mr Anderson and Mr Grant abstaining (being the only Directors eligible to participate in the EIP), recommends that Shareholders vote **FOR** Item 5.

Item 6: Issue of 109,794,161 Performance Rights to Mr Erik Anderson, Chief Executive Officer and Managing Director, under the ImpediMed Employee Incentive Plan

Introduction

Approval is sought for the grant and issue of 109,794,161 Performance Rights (**Incentives**) to Mr Erik Anderson, the Chief Executive Officer and Managing Director of the Company, and the subsequent issue of Shares on the vesting and exercise of those Incentives, under the EIP. The number of Incentives to be granted to Mr Anderson has been determined by the Board. Approval for the abovementioned grant of Incentives is sought under Listing Rule 10.14, which requires shareholder approval for the issue of securities to a director under an employee incentive scheme. As Mr Anderson is a director of the Company, approval is required specifically under Listing Rule 10.14.1.

Each vested Incentive, if any, will be converted to one ordinary Share on exercise. Accordingly, the maximum number of Shares that may be acquired by Mr Anderson, for which shareholder approval under the Resolution in Item 6 is sought, is 109,794,161 Shares.

The number of Incentives that will vest in accordance with the EIP is dependent on the vesting conditions, which are described below.

Mr Anderson's current remuneration entitlements comprise:

- Total Fixed Remuneration (**TFR**) of US$350,000; and
- A proposed at-risk incentive for FY27 up to a maximum of 80% of TFR, subject to achievement of performance targets. To the extent that any securities will be issued as part of this grant, separate shareholder approval will be sought.

Mr Anderson currently owns 57,408,258 shares in the Company, held directly. Mr Anderson also holds 15,000,000 Attaching Options and 15,000,000 Follow-on Options

No securities have previously been issued to Mr Anderson under the EIP.

The value of the Performance Rights to be granted to Mr Anderson is estimated to be $1,097,942, based on 109,794,161 Performance Rights multiplied by the baseline price of $0.010 (1.0 cent), being the higher of the price at which the Company completed its May–June 2026 recapitalisation and the 30-day VWAP up to and including the date of grant. The fair value of the Performance Rights for accounting purposes (AASB 2) will be determined by an independent valuation reflecting the market condition.

For personal use only

For personal use only

Background

Item 6 seeks Shareholder approval for the grant of 109,794,161 Performance Rights to Mr Erik Anderson under the EIP.

The Board is proposing to offer the Incentives to Mr Anderson to motivate him and to align his overall potential remuneration with the experience of the Company's shareholders. The award to Mr Anderson is the one-off sign-on award foreshadowed in the Company's ASX announcement of 7 April 2026 announcing his appointment. It is measured entirely by absolute share price growth from a baseline set at the higher of the 1.0 cent May–June 2026 recapitalisation price and the 30-day VWAP at the date of grant, so that no part of the award vests unless the Share price at the end of the three-year performance period is at least 2.5 times the price at which shareholders recapitalised the Company. The Board considers the proposed instruments to be appropriate to achieve these outcomes.

Under Listing Rule 10.14.1, an issue of securities to a director is required to be approved by shareholders. Listing Rule 7.2 exception 14 further provides that if an approval under Listing Rule 10.14 is obtained, then the securities issued to a director will not be counted towards the Company's 15% placement capacity under Listing Rule 7.1.

The Incentives will be issued to Mr Anderson no later than six months after the date of the Meeting. Mr Anderson will be granted the Incentives on the condition that no Incentives will be issued to him unless the Company is able to comply with Listing Rule 7.16.

A summary of the material terms of the EIP including the US Sub-Plan is outlined in Appendix 1.

No loan will be provided in relation to the acquisition of the Incentives by Mr Anderson.

Details of any Incentives issued under the EIP will be published in each annual report of the Company relating to a period in which Incentives have been issued. The annual report will also state that approval for the issue of the Incentives issued to Mr Anderson was obtained under Listing Rule 10.14.

This Item 6 seeks approval for Mr Anderson to participate in the EIP pursuant to Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after Item 5 is approved and who were not named in this Notice will not participate until approval is obtained under this rule.

Terms of Performance Rights – Mr Erik Anderson

Issue Price	The Performance Rights will be issued for nil consideration.
Exercise Price	The Performance Rights have a nil Exercise Price.
Term	The Performance Rights will have a term ending 7 years from the date of grant (Last Exercise Date).
Structure	109,794,161 Performance Rights in total, comprising a core award of 73,196,107 Performance Rights (2.0% of current issued Share capital at 30 June 2026) and two conditional tranches of 18,299,027 Performance Rights each (0.5% of current issued Share capital at 30 June 2026).
Baseline	Share price growth is measured from a baseline equal to $0.010 (1.0 cent), being the price at which the Company completed its May–June 2026 recapitalisation.
Performance Conditions	The Performance Rights are tested once, on the 30-day VWAP up to and including the Test Date. Core award: 25% vests at a Share price of 2.5 cents (threshold); 50% at 3.75 cents (target); and 100% at 5.0 cents (stretch), with straight-line pro-rata vesting between those points and nil vesting below the threshold. Conditional tranche 1 (18,299,027 Performance Rights): vests in full only if the Share price at the Test Date is at least 5.0 cents. Conditional tranche 2 (18,299,027 Performance Rights): vests in full only if the Share price at the Test Date is at least 5.5 cents. The conditional tranches are cliff gates and do not vest pro-rata below their trigger prices.

Service Condition	In addition to the above Performance Conditions, the Performance Rights will only vest if Mr Anderson remains in continuous employment with the Company from the date of grant to the Test Date.
Test Date	The third anniversary of the date of grant (expected to be in November 2029). A single test; there will be no re-testing.
Lapse	Subject to any Board determination to the contrary, Performance Rights that do not vest at the Test Date will automatically lapse.
Board discretion	See Other key terms below.

Other key terms

The Incentives are issued subject to the following key terms:

Cessation of employment: Where a participant ceases employment prior to vesting, the award is forfeited unless the Board applies its discretion to allow vesting at, or post, cessation of employment.

Change of Control: If, in the opinion of the Board, a Change of Control Event has occurred, or is likely to occur, the Board may declare Incentives to be free of any Vesting Conditions. Incentives which are so declared may, subject to any other rule, be exercised at any time on or before the relevant expiry date and in any number.

Change of Control means where:

a) a takeover bid is made, and a person obtains voting power (as that term is defined in the Corporations Act) of more than 50% and the takeover bid has become unconditional;

b) a court has sanctioned a compromise or arrangement (other than for the purpose of, or in connection with, a scheme for the reconstruction of the Company); or

c) any other transaction which the Board determines will result in a change in control of the Company.

Notwithstanding any other provisions of the EIP, the Board may waive or vary any Vesting Condition or determine that any Vesting Condition is satisfied notwithstanding that it may not be.

Board discretion: Subject to compliance with the Corporations Act and the Listing Rules, the Board may determine to treat any Incentive in a manner different to the manner set out in the EIP (including without limitation determining that any unvested or vested Incentives do not lapse as a result of, or on the date of cessation of employment or do not lapse at that time) if the Board reasonably determines that the relevant circumstances warrant such treatment.

If Item 6 is not approved

If Shareholders do not approve the proposed grant of Incentives to Mr Anderson, the proposed grant of Incentives will not proceed. Instead, the Company will pay Mr Anderson a cash bonus in an amount that is actuarially comparable to the Incentives, subject to time based and performance-based vesting with each instalment to be paid within 30 days of the applicable vesting date.

Chapter 2E approval not required

Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act. The Company considers that the financial benefit to be given by the grant of the Incentives to Mr Anderson constitutes reasonable remuneration given the circumstances of the Company and Mr Anderson's role and responsibilities. Therefore, the exception contained in section 211(1) of the Corporations Act applies.

Voting Exclusion Statement – Item 6

The Company will disregard any votes cast in favour of Item 6 by or on behalf of Mr Anderson, or any associate of Mr Anderson.

However, this does not apply to votes cast in favour of this Item 6 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with the directions given to the proxy or attorney to vote on this Item 6 in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with a direction given to the Chair to vote on Item 6 as the Chair decides; or

For personal use only

For personal use only

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Item 6; and

- the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 6 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 6.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 6 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolutions are connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board, with Mr Anderson abstaining, recommends that Shareholders vote **FOR** Item 6.

Item 7 – Approval of Termination Benefits

In this section a reference to **Relevant Executive** is a reference to Mr Anderson in the context of Item 7.

Background – Part 2D.2 of the Corporations Act and Listing Rule 10.19

Part 2D.2 of the Corporations Act (in particular, sections 200B and 200E of the Corporations Act) restrict the Company from giving a person who holds, or has held in the previous three years, a 'managerial or executive office' (as defined in the Corporations Act) in the Company (or a related body corporate of the Company), a benefit in connection with that person's retirement from office, or position of employment, in excess of that person's average annual base salary over the relevant period, unless such benefit:

- is approved by Shareholders at a general meeting of the Company; or

- is exempt from the need for Shareholder approval.

The term 'benefit' is broadly defined to include, amongst other things, payment or other valuable consideration and the automatic or accelerated vesting of share-based remuneration as a result of retirement from an office or a position.

Section 200C of the Corporations Act requires shareholder approval (under section 200E of the Corporations Act) where a benefit is given to a person who holds, or has at any previous time held, a managerial or executive office in a company or a related body corporate in connection with the transfer of the whole or any part of the undertaking or property of the company.

Listing Rule 10.19 provides that without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules. While recognising that the value of the termination benefits payable to a Relevant Executive is currently unascertainable and will depend on the factors set out below, an illustrative example showing the current Incentives held by KMP, together with the maximum payment in lieu of notice by the Company upon termination of their employment, in each case as at the date of this Notice, is included below.

Why is the Company seeking this approval?

The Company is seeking shareholder approval for all purposes (including for the purposes of sections 200B, 200C and 200E of the Corporations Act and Listing Rule 10.19) for potential benefits that may be provided to the Relevant Executive in accordance with (1) the Relevant Executive's contract of employment, (2) the Incentives referred to in Item 6 and (3) any benefits that the Company is required to provide to the Relevant Executive under applicable legislation, including accrued annual and long service leave entitlements.

The Company's policy in relation to termination benefits and entitlements is to treat ceasing employees fairly having regard to applicable laws and market practice, while balancing this with the need to avoid excessive termination payouts. The Company is seeking this approval so that the Company can continue to give effect to this policy and ensure the Board is able to treat the Relevant Executive fairly on cessation of employment, having regard to their contribution to the Company and

For personal use only

the circumstances in which the Relevant Executive is ceasing employment, while complying with the Corporations Act.

If approval is given, this does not guarantee that the Relevant Executive will necessarily receive all or any of the proposed termination benefits described below. If approval is not granted, any termination benefits provided would need to fall within an exemption under the Corporations Act and the Company will not be able to provide termination benefits to any current or future officer to the extent the benefits payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

This approval is separate to (and in addition to) the approval sought under Item 6 which covers the Incentives granted to the Relevant Executive under the EIP.

What are the benefits or entitlements for which approval is being sought?

The details of the termination benefits for which approval is sought are as follows:

Benefit	Description
Accrued payments	Unless the Company and the Relevant Executive otherwise agree in advance in writing, the Relevant Executive will be eligible to receive all of the following in the event of a termination: • earned but unpaid base salary; • earned but unused paid time off benefits; • reimbursement of any unreimbursed business expenses incurred by the Relevant Executive that are eligible for reimbursement under applicable law and the Company's policies; and • any vested payments or benefits the Relevant Executive is entitled to receive as of their cessation date under the express terms of any applicable policy, employee benefit plan, or written agreement with the Company.
Payment in lieu of notice	For Mr Anderson, the Company may pay up to six months' pay in lieu of notice on termination.
Incentives (termination)	Details in relation to the Incentives are as set out in Item 6. Under the EIP, where a participant in that plan ceases to be an employee of the Company, all unvested Incentives held by that participant lapse. However, the Board has discretion as to how unvested Incentives are to be treated in circumstances where the participant ceases employment because of death, total and permanent disability, retirement or redundancy, or for any other reason with the approval of the Board. In the context of exercising this discretion, allowing securities to vest may constitute a termination benefit regulated by Part 2D.2 of the Corporations Act if the relevant participant holds a managerial or executive office with the Company (or a Related Body Corporate).

The amount and value of any proposed termination benefit cannot currently be ascertained as it is dependent on a number of factors, not all of which are within the Company's control. Some factors that will, or are likely to, affect that value of a proposed termination benefit, include:

- the circumstances in which the Relevant Executive ceases employment and the extent to which they served the applicable notice period;
- the Relevant Executive's base salary at the time the relevant awards were made and at the time they cease employment;
- the Relevant Executive's length of service with the Company and the portion of any relevant performance or vesting periods that have expired at the time they cease employment;
- the number of unvested Incentives held by the Relevant Executive prior to cessation of employment and the

number that the Board (or its delegate) determines to vest, lapse or leave on foot;

- the Company's share price when the value of any Incentive entitlements are determined and the terms of those entitlements;
- any other factors that the Board (or its delegate) determines to be relevant when exercising a discretion (such as its assessment of the individual's performance up to the cessation date);
- the jurisdiction and location in which the Relevant Executive is based at the time they cease employment and the applicable laws in that jurisdiction; and
- any changes in laws, regulation or market practice between the date the Company enters into an employment agreement with the Relevant Executive and the date they cease employment.

Illustrative example of Incentives and the 5% threshold

As disclosed in the Company's 2026 annual report, the Company recorded total equity of $10.187 million. Accordingly, for the purposes of Listing Rule 10.19, 5% of the equity interest of the Company is $509,350.

For illustrative purposes, as at the date of this Notice, the below table sets out the number of Incentives currently issued or proposed to be issued to each KMP together with the maximum payment in lieu of notice that may be made to each KMP.

The illustrative example shows that termination benefits payable to the managing director (being those benefits to which approval is sought under this Notice) presently exceed the 5% limit under Listing Rule 10.19.

Officer	Number of Incentives	Market value of Incentives	Vested Incentives	Maximum payment in lieu of notice	Listing Rule 10.19 approval obtained?
Managing Director	109,794,161	$548,970.80	0	US$175,000	Requested under this Notice
Chief Financial and Operating Officer	13,000,000	$65,000	0	A$143,333	Approved by shareholders on 28 August 2026

The market value of Incentives is based on a share price of $0.005. Please note that certain Incentives will only vest if performance conditions (described further at item 6) are met.

Incentives are rights in respect of which the Board may exercise its discretion to determine vesting in the event of a termination of any KMP. The value of such Incentives may only be ascertained at the relevant time, having regard to the above-mentioned factors. This example has been provided for illustrative purposes only and is not binding or authoritative.

The Board has discretion as to whether to require a KMP to work out their notice period or to make a payment in lieu of all or part of their notice period, in accordance with their employment contract.

If the Board exercises its discretion to allow any KMP to retain any Incentives which would otherwise be forfeited, this will be fully described in the Company's remuneration report.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Item 7 by or on behalf of Mr Anderson, or any associate of Mr Anderson.

However, this does not apply to votes cast in favour of Item 7 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Item 7, in accordance with the directions given to the proxy or attorney to vote on Item 7 in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 7, in accordance with a direction given to the Chair to vote on Item 7 as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

For personal use only

- 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 Item 7; and

- the holder votes on Item 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 7 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 7.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 7 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolutions are connected directly or indirectly with the remuneration of KMP of the Company.

For the purpose of section 200E of the Corporations Act, a vote on Item 7 must not be cast (in any capacity) by or on behalf of Mr Anderson, or any of his associates, other than where the vote is cast as proxy for a person who would not themselves be precluded from voting on Item 7 in accordance with directions given to the proxy to vote on Item 7 in that way.

Board recommendation

The Board, with Mr Anderson abstaining, recommends that Shareholders vote **FOR** Item 7.

Item 8: Approval to Change Company Name

Background

The Company proposes to change its name from 'ImpediMed Limited' to 'SOZOHealth Holdings Limited'.

SOZOHealth Holdings Limited more accurately describes the Company's core business and better aligns with the Company's product, strategy and vision.

Section 157 of the Corporations Act

Section 157 of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name. If shareholders approve the change of name, it will take effect from the date that the Australian Securities and Investments Commission updates its register to reflect the new name, which is intended to be as soon as practicable. The proposed amendments to the Constitution will take effect at the same time.

Section 136(2) of the Corporations Act provides that a company may modify its constitution by special resolution.

Item 8 seeks the approval of shareholders for the Company to change its name to SOZOHealth Holdings Limited and modify its Constitution to reflect the change of name. Approval is sought by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution.

If the resolution is passed the change of name and Constitution will take effect when the Australian Securities and Investments Commission alters the details of the Company's registration. Further there will be a change to the Company's ASX listing from 'IPD' to 'SZH' which will be announced on the ASX's announcement platform when the change of name takes effect. The estimate of when the change of name will take effect in ASX's systems and the Company's updated Constitution will also be included in this announcement.

Board recommendation

The Board recommends that Shareholders vote **FOR** Item 8.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies **FOR all Resolutions.**

For personal use only

For personal use only

Glossary of key terms

2024 AGM	the 2024 annual general meeting of the Company held on 19 November 2024
A$ or $	Australian dollars
AEDT	Australian Eastern Daylight Savings Time as observed in Sydney, Australia
Annual General Meeting, AGM or **Meeting**	the meeting convened by the Notice
ASX	ASX Limited ACN 008 624 691
ASX Principles	ASX Corporate Governance Principles and Recommendations (4th edition)
Board	the board of directors of the Company
Closely Related Party	as defined in section 9 of the Corporations Act
Company or ImpediMed	ImpediMed Limited ACN 089 705 144 (ASX code: IPD)
Constitution	the Company's constitution
Corporations Act	*Corporations Act 2001* (Cth)
Directors	the current directors of the Company
EIP	ImpediMed's Employee Incentive Plan
Entitlement Time	7.00pm (AEDT) on Monday, 16 November 2026
Explanatory Memorandum	the Explanatory Memorandum accompanying and forming part of the Notice
Group	the Company and subsidiaries of the Company.
Items	the resolutions set out in the Notice, or any one of them, as the context requires
Key Management Personnel (or **KMP**)	as defined in section 9 of the Corporations Act
Listing Rules	the Listing Rules of the ASX
Notice or **Notice of Meeting** or **Notice of Annual General Meeting**	this notice of annual general meeting and the Explanatory Memorandum accompanying the Notice and the Voting Form
Option	an option issued under the EIP (including the US Sub-Plan)
Performance Right	a performance right issued under the EIP (including the US Sub-Plan)
Proxy Deadline	11.00am (AEDT) on Monday, 16 November 2026
Related Body Corporate	as defined in section 50 of the Corporations Act
Remuneration Report	the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2026
Share	a fully paid ordinary share in the capital of the Company
Share Registry	MUFG Corporate Markets (AU) Limited
Shareholder	a holder of a Share
US Sub-Plan	the rules applying to EIP participants resident in the United States, set out as Appendix A of the EIP.
Voting Form	the voting form accompanying the Notice
VWAP	Volume Weighted Average Price

For personal use only

APPENDIX 1

SUMMARY OF THE TERMS OF THE EMPLOYEE INCENTIVE PLAN

Plan overview	The Board may, in its absolute discretion, offer to issue Incentives as part of its long-term incentive strategy to an Eligible Person under the EIP, and such offer may be accepted by the Eligible Person.
Eligible Persons and Participants	Any permanent full time or part time employee of the Group, or such other person as the Board determines in its discretion (including a consultant) is eligible to participate in the Plan. Once an Eligible Person accepts an offer they will become a Participant.
Plan limit	The Company must not issue Incentives if the maximum number of Shares issued or which may be issued under the EIP (including any sub-plan) on exercise or vesting of Incentives would exceed 10% of the Company's total issued share capital at the time of the proposed issue
Vesting condition	The Board will determine whether any performance hurdles or other conditions (including as to time) will be required to be met (**Vesting Conditions**) before the Incentives which have been issued under the Plan can vest. The Board has discretion to waive or vary any Vesting Condition or determine that any Vesting Condition is satisfied notwithstanding that it may not be.
Issue price	Unless otherwise determined by the Board, Incentives will be issued for nil consideration under the EIP on the basis that they represent valid consideration for the Eligible Person's performance as an employee.
Exercise price	The exercise price for Incentives is as determined by the Board at the time of issue. An Option will generally have a cash exercise price of greater than nil and a Performance Right will have an exercise price of nil.
Exercise	The terms for exercise, including the exercise period, are stated in the offer letter. In order to exercise any Options (once vested), the Participant must pay the exercise price for the Options unless the Participant requests a cashless exercise and the Board elects to apply such mechanism to the exercise of the Options. If the Board allows the cashless exercise procedure to be used, the Participant will only be entitled to that number of shares (rounded down to the nearest whole number) as are equal in value to the difference between the exercise price otherwise payable for the Options and the market value of the shares at the time of exercise. The market value will be based on the five business day VWAP prior to notice of exercise being given.

Lapse	Once on issue, Incentives will immediately lapse on the first to occur of:
	
	• the stated expiry date;
	
	• a Participant failing to meet the stated vesting conditions within the prescribed period;
	
	• a Participant ceasing to be employed by the Group due to resignation:
	
	  ◦ for vested Incentives, 30 days after the date of cessation of employment (or such longer period as the Board determines); and
	
	  ◦ for unvested Incentives, the date of cessation of employment (or such longer period as the Board determines);
	
	• a Participant ceasing to be employed by the Group due to bona fide retirement, redundancy, or the Participant's death, permanent illness or permanent physical or mental incapacity:

For personal use only

	• for vested Incentives, 12 months after the date of cessation of employment (or such longer period as the Board determines); and • for unvested Incentives, the date of cessation of employment (or such longer period as the Board determines); • a Participant ceasing to be employed by the Group for any other reason: • for vested Incentives, 30 days after the date of cessation of employment (or such longer period as the Board determines); and • for unvested Incentives, the date of cessation of employment (or such longer period as the Board determines); and • a determination by the Board that causes the Incentive to be forfeited (e.g. fraud by the Participant). The Board may, subject to compliance with the Corporations Act and the Listing Rules, determine to treat any Incentive in a manner different to the manner set out above.
Rights and restrictions of Incentives	• Incentives are not entitled to receive a dividend. Any Shares issued upon vesting of Incentives are only entitled to dividends if they are issued on or before the relevant dividend entitlement date. • Shares issued under the EIP rank equally in all respects with other Shares on issue. • In the event of a reconstruction of the Company (consolidation, subdivision, reduction, cancellation or return), the terms of any outstanding Incentives will be amended by the Board to the extent necessary to comply with the Listing Rules at the time of reconstruction. • Any bonus issue of securities by way of capitalisation of profits or share capital account, will confer on each Incentive the right: • to receive on exercise or vesting of those Incentives, not only an allotment of one Share for each of the Incentives exercised or vested but also an allotment of the additional Shares and/or other securities the Participant would have received had the Participant participated in that bonus issue as a holder of Shares of a number equal to the Shares that would have been allotted to the Participant had they exercised those Incentives or the Incentives had vested immediately before the date of the bonus issue; and • to have profits, reserves or share premium account, as the case may be, applied in paying up in full those additional Shares and/or other securities; • Subject to a reconstruction or bonus issue, Incentives do not carry the right to participate in any new issue of securities including pro-rata issues. • The Participant must comply with the Company's Trading Policy and the Constitution in respect of any Shares that may be issued under the EIP. Subject to law, any restriction in a Participant's offer letter and the Company's Trading Policy, there will be no other restrictions on the sale, transfer or disposal of Shares once issued. • Incentives will not be quoted on ASX. The Company will apply for quotation of any Shares issued under the EIP.
Assignability	A Participant cannot sell, assign, transfer or otherwise dispose of an Incentive except to his or her associate.
Administration	The EIP is administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation.
Change of control	If, in the opinion of the Board, a Change of Control Event has occurred, or is likely to occur, the Board may declare an Incentive to be free of any Vesting Conditions. Incentives which are so declared may, subject to any other rule, be exercised at any time on or before the relevant expiry date and in any number.

	Change of Control means where: • a takeover bid is made and a person obtains voting power (as that term is defined in the Corporations Act) of more than 50% and the takeover bid has become unconditional; • a court has sanctioned a compromise or arrangement (other than for the purpose of, or in connection with, a scheme for the reconstruction of the Company); or • any other transaction which the Board determines will result in a change in control of the Company.
Amendments	Subject to the Listing Rules, the Board may amend the EIP at any time, but may not do so in a way which reduces the Participants' existing rights without their consent, unless the amendment is to comply with the law, to correct an error or similar. The Board may also formulate (and subsequently amend) various sets of special terms to apply to persons employed, resident in or who are citizens of countries other than Australia. Each set of special terms is to be restricted in their application to those persons employed, resident in or who are citizens of the foreign country or countries specified by the Board. The Company has established the US Sub-Plan for Participants who are residents or citizens of the United States.
Termination and suspension	The EIP may be terminated or suspended at any time by resolution of the Board but any such suspension or termination will not affect nor prejudice rights of any Participant holding Incentives at that time.

For personal use only

impedimed®

ImpediMed Limited
ACN 089 705 144

LODGE YOUR VOTE

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

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

BY FAX
+61 2 9287 0309

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

*During business hours Monday to Friday

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

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 16 November,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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

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

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

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

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

QR Code

HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may identify on this form the total number of votes in each of the categories and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – 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 Voting Form, including where the Item is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

(b) return both forms together.

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

For personal use only
SAMPLE

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

For personal use only

VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

☐ **elect to lodge my/our vote(s) directly (mark box)**

in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 18 November 2026,** and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B 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 and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 18 November 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **the offices of Clifford Chance, Level 24 Brookfield Place, 10 Carrington Street, Sydney NSW 2000** or logging in online at **https://meetings.openbriefing.com/IPD26** (refer to details in the Virtual Meeting Online Guide).

Important for Items 2, 5, 6 & 7: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 2, 5, 6 & 7, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.
Please read the voting instructions overleaf before marking any boxes with an ☒

Items

		For	Against	Abstain*
2	Remuneration Report	☐	☐	☐
3	Re-election of Ms Janelle Delaney	☐	☐	☐
4	Re-election of Ms Fiona Bones	☐	☐	☐
5	Approval to issue securities under the ImpediMed Employee Incentive Plan	☐	☐	☐
6	Grant of 109,794,161 Performance Rights to Mr Erik Anderson, Chief Executive Officer and Managing Director, under the ImpediMed Employee Incentive Plan	☐	☐	☐
7	Approval of Chief Executive Officer and Managing Director termination benefits	☐	☐	☐
8	Change of Company name and Constitution	☐	☐	☐

* 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.

SAMPLE

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

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

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