



OPTISCAN IMAGING LIMITED
ACN 077 771 987
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (AEDT)
DATE: Friday, 14th November 2025
PLACE: 16 Miles Street, Mulgrave Victoria 3170

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 at 7.00pm (AEDT) on 12 November 2025.

OPTISCAN IMAGING LIMITED

ACN 077 771 987

NOTICE OF ANNUAL GENERAL MEETING

Friday, 14th November 2025 at 11.00am

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Optiscan Imaging Limited (**Company** or **Optiscan**) will be held on **Friday, 14th November 2025** at 11.00am (AEDT) at **16 Miles Street, Mulgrave, Victoria, 3170**.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

AGENDA

1. ANNUAL REPORT

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – SEAN GARDINER

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

“That, for the purpose of clause 15.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr. Sean Gardiner, who retires by rotation, and being eligible, is re-elected as a Director of the Company.”

3. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2025 be adopted.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting exclusion statement applies to this Resolution.

4. RESOLUTION 3 – ADOPTION OF EMPLOYEE SECURITIES PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled “Incentive Award Plan” and for the issue of a maximum of 10,000,000 securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution.

5. RESOLUTION 4 – GRANT OF PERFORMANCE RIGHTS TO ROBERT COOKE

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Performance Rights under the Company’s Incentive Award Plan to Robert Cooke (or his nominee) on the terms and conditions as described in the Explanatory Statement”

A voting exclusion statement applies to this Resolution.

6. RESOLUTION 5 – GRANT OF PERFORMANCE RIGHTS TO RON SONG

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Performance Rights under the Company’s Incentive Award Plan to Ron Song (or his nominee) on the terms and conditions as described in the Explanatory Statement”

A voting exclusion statement applies to this Resolution.

7. RESOLUTION 6 – GRANT OF PERFORMANCE RIGHTS TO KAREN BORG

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Performance Rights under the Company’s Incentive Award Plan to Karen Borg (or her nominee) on the terms and conditions as described in the Explanatory Statement”

A voting exclusion statement applies to this Resolution.

8. RESOLUTION 7 - GRANT OF PERFORMANCE RIGHTS TO SEAN GARDINER

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Performance Rights under the Company’s Incentive Award Plan to Sean Gardiner (or his nominee) on the terms and conditions as described in the Explanatory Statement”

A voting exclusion statement applies to this Resolution.

9. RESOLUTION 8 - GRANT OF PERFORMANCE RIGHTS TO CAMILE FARAH (CEO/MD)

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Performance Rights under the Company’s Incentive Award Plan to Camile Farah (or his nominee) on the terms and conditions as described in the Explanatory Statement”

A voting exclusion statement applies to this Resolution.

10. RESOLUTION 9 - GRANT OF OPTIONS TO CAMILE FARAH (CEO/MD)

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Options under the Company’s Incentive Award Plan to Camile Farah (or his nominee) on the terms and conditions as described in the Explanatory Statement”

A voting exclusion statement applies to this Resolution.

The Explanatory Notes provide information on the voting exclusions for Resolutions 2 to 9 as well as details on each item of business, and form part of this Notice of Meeting.

Dated: 15 October 2025

By order of the Board

Elissa Hansen
Company Secretary

Entitlement to Vote

Persons who are registered holders of shares in the Company as at 7.00pm (Sydney time) on 12 November 2025 will be entitled to attend and vote at the AGM as Shareholders. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (03) 9538 3333.

All Resolutions will be by a Poll

Each Resolution considered at the Meeting will be conducted by a Poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting. Shareholders who are unable to attend the Meeting are encouraged to vote in advance of the Meeting.

Voting intentions of the Chairman of the Meeting

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

The Chairman of the meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given express voting direction to the Chairman to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes as to give the Chair directions on how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1 to 9 inclusive. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1 to 9 inclusive.

If you wish to appoint the Chairman of the meeting as your proxy, and you wish to direct them on how to vote, please tick the appropriate boxes on the form.

Questions and Comments from Shareholders

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders to ask about or make comments on the financial statements for the year ended 30 June 2025 and the management of the Company at the AGM.

Similarly, Shareholders will be given a reasonable opportunity to ask the Company's external auditors, William Buck Audit (Vic) Pty Ltd, questions relevant to the accounting policies adopted by the Company in relation to the financial report, the conduct of the audit, the independence of the auditor in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders may also submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at cosec@optiscan.com.

Questions must be received by the Company no later than five (5) days before the AGM.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

11. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – SEAN GARDINER

11.1 General

Clause 15.2 of the Company's Constitution provides that if the Company has three or more Directors, one third of the Directors (rounded up to the nearest whole number) must retire at each annual general meeting of the Company, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Sean Gardiner, who has served as a director 14 June 2022 and was last re-elected on 24 November 2022, retires by rotation and seeks re-election.

11.2 Qualifications and other material directorships

Sean is a Managing Director and Head of Private Investments at the Clermont Group. Prior to joining Clermont, Sean worked at Morgan Stanley, where he spent 20 years in equity research across three locations and in seven different roles. In 2000, he joined the London office covering European Technology and Conglomerate stocks before, in 2005, moving to lead the EEMEA Telecom Services team. In early 2008, Sean transferred to Dubai to setup and manage the MENA Equity Research team. Sean relocated to Singapore in 2010 to oversee and manage the broader Asian research product as well as roll out ASEAN Real Estate coverage. In 2016, he was promoted to Head of ASEAN Research and ASEAN Equity Strategist. Prior to Morgan Stanley, Sean served his Chartered Accountancy articles in South Africa and he has a B.Com (PGDA) from the University of Cape Town.

11.3 Independence

If re-elected, the board considers Sean Gardiner will be an independent director.

11.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, Sean Gardiner will be re-elected to the Board as an independent Director.

In the event that Resolution 1 is not passed, Sean Gardiner will not join the Board as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

11.5 Board Recommendation

The Board supports the re-election of Sean Gardiner and recommends that Shareholders vote in favour of Resolution 1.

12. RESOLUTION – ADOPTION OF REMUNERATION REPORT

12.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

12.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

12.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25% (the Company received 99.90% for adoption of the Remuneration Report). Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

12.4 Voting Exclusion Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

13. RESOLUTION 3- ADOPTION OF EMPLOYEE SECURITIES PLAN

13.1 General

Resolution 3 seeks Shareholder approval for the adoption of the employee incentive scheme titled “Incentive Award Plan” (**Plan**) and for the issue of up to a maximum of 10,000,000 securities (less than 1% of total issued capital), excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11, under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

13.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

Subject to a number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity’s ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity’s notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 3 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 3.4(d) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX’s opinion, such that approval should be obtained.

13.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, without reducing the Company’s capacity to issue

equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of those securities.

If Resolution 3 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of those securities.

13.4 Technical Information Regarding Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 3:

- (a) a summary of the key terms and conditions of the Plan is set out in Schedule A;
- (b) the Company has issued 13,100,000 securities under its previous plan titled "Incentive Option and Rights Plan" which was adopted by the Company on 20 January 2022;
- (c) The Company is seeking Shareholder approval to adopt the Plan to include the new terms and conditions required by the Corporations Act; and
- (d) the maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 10,000,000 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.

13.5 Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of a person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution 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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13.6 Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and

- (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

14. BACKGROUND TO RESOLUTIONS 4 TO 9 – GRANT OF INCENTIVES TO DIRECTORS

14.1 Background

The Board recognises that it is desirable for directors and staff to be incentivised and remunerated on a consistent basis and in a manner that focuses their efforts on delivering long-term value for shareholders. The Board continually reviews the design of the Company's remuneration framework to ensure it meets its objective of being 'fit for purpose'. This includes reviewing the components of the awards to be issued to staff and directors to ensure everyone is focused on delivering long-term value.

During the year, the Board appointed The Reward Practice (**TRP**) as an adviser to provide support regarding Executive benchmarking and incentive design. TRP were engaged by, and reported to, the Remuneration Committee. During the financial year, recommendations regarding the remuneration quantum and structure for the Managing Director and four Executives were provided. The remuneration recommendation was made in accordance with the requirements of section 9B of the Corporations Act 2001. The consultant was engaged by, and reported directly to, the Board through the Remuneration Committee. The consultant provided the Board with a written report containing remuneration recommendations, which were made free from undue influence by the key management personnel to whom the recommendations related. The Board is satisfied that the remuneration recommendations were made free from undue influence by the key management personnel.

TRP also provided high level market practice insights on Non-Executive Director equity awards.

15. RESOLUTIONS 4 TO 7 – GRANT OF PERFORMANCE RIGHTS TO NON-EXECUTIVE DIRECTORS

Market comparison information for annual remuneration indicated that payment of Optiscan's non-executive directors was less than current norms. Market assessment data did however indicate that the addition of an equity scheme would be more typical for companies of Optiscan's size and would align non-executive directors' reward to the delivery of outcomes as per the executives.

The Board agreed, subject to Shareholder approval to grant Performance Rights equivalent to 50% of the total annual remuneration for the Chair and non-executive directors vesting over a 12 month period under the Incentive Award Plan.

Accordingly, Resolutions 4 to 7 seek shareholder approval to issue Performance Rights to the non-executive directors under the Incentive Award Plan.

15.1 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 7 are passed, the Company will be able to grant non-executive directors, Robert Cooke, Ron Song, Karen Borg and Sean Gardiner with Performance Rights equal to 50% of the total remuneration paid to non-executive directors and the Chair, allowing it to appropriately reward the Directors' performance and focus their efforts on delivering long-term value for shareholders. These will not reduce the Company's placement capacity to issue additional securities.

If Resolutions 4 to 7 are not passed, the Company will not be able to grant the Performance Rights to the Directors and will need to negotiate appropriate alternative remuneration arrangements with the non-executive Directors.

15.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,
- (c) unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to the non-executive directors could constitute giving a financial benefit and they are all related parties by virtue of being directors of the Company. However, the Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Performance Rights, the subject of Resolutions 4 to 7 because the Shares are to be issued for reasonable remuneration, a carve out to the requirement for Shareholder approval under section 211 of the Corporations Act.

15.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not issue or agree to issue equity securities under an employee incentive plan to any of the following persons without the approval of holders of ordinary securities (Shareholders):

- 10.14.1 a director of the entity;
- 10.11.4 an associate of a person referred to in Listing Rules 10.14.1;
- 10.11.5 a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

Resolutions 4, 5, 6 and 7 seek Shareholder approval for the grant of Performance Rights to non-executive directors for the purposes of ASX Listing Rule 10.14.

15.4 Technical Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to resolutions 4, 5, 6 and 7:

- (a) the Performance Rights are to be issued to:
 - (i) Robert Cooke;
 - (ii) Ron Song;
 - (iii) Karen Borg; and

(iv) Sean Gardiner

who all fall within Listing Rule 10.14.1 by virtue of being directors of the Company;

(b) the maximum number of Performance Rights proposed to be issued:

(i) 419,094 Performance Rights to Robert Cooke;

(ii) 230,502 Performance Rights to Ron Song;

(iii) 230,502 Performance Rights to Karen Borg; and

(iv) 184,401 Performance Rights to Sean Gardiner

Being equivalent to 50% of the total remuneration payable to non-executive directors (\$102k for the Chair and \$56k for Ron Song and Karen Bord, and \$44k for Sean Gardiner*) based on the volume weighted average price (VWAP) of Optiscan's shares trading on ASX over the 30 day period immediately prior to 30 June 2025 (**Valuation Method**);

(c) the material terms of the Performance Rights are set out in Schedule B;

(d) The Non-executive Directors' total remuneration packages for FY26 are:

Director	Remuneration (\$)
Robert Cooke	101,818
Ron Song	56,000
Karen Borg	56,000
Sean Gardiner*	0

* Sean Gardner does not receive any remuneration as a Board member however it is proposed he receive Performance Rights equivalent to 50% of the total remuneration payable to other non-executive directors (i.e. \$22k, excluding Committee Chair responsibilities) based on his role on the Board.

(e) No securities have previously been issued to any of the directors under the Incentive Award Plan in the last three years;

(f) A summary of the material terms of the Performance Rights are included in Schedule B.

The Performance Rights will be issued to incentivise directors and focus their efforts on delivering long-term value for shareholders. The Company opted to issue Performance Rights to the Directors to ensure they are focused on delivering long-term value for the Company and its Shareholders.

The Company values each Performance Right at \$0.12147.

(g) the Performance Rights will be issued as soon as practicable following the meeting and they will be issued no later than three years after the date of the meeting;

(h) The Performance Rights will be issued for nil consideration and no loans will be made to the non-executive directors;

(i) A summary of the Incentive Award Scheme is included in Schedule A.

Details of any securities issued under the Incentive Award Plan will be published in Optiscan's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under 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 scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

15.5 Voting Exclusion Statement

In accordance with ASX Listing Rule 10.14, the Company will disregard any votes cast in favour of Resolutions 4 to 7 by or on behalf of any Director and a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or their Associates.

However, the Company will not disregard a vote if:

- (a) the vote is cast as proxy on behalf of a person entitled to vote on this Resolution, and that vote is cast as specified on the Proxy Form; or
- (b) the vote is cast by the Chairperson 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.

15.6 Voting Prohibition

In accordance with the Corporations Act, a vote on this Resolutions 4 to 7 must not be cast by a person appointed as a proxy where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a person (voter) described above may cast a vote on Resolutions 4 to 7 as a proxy if:

- (a) the vote is cast as proxy on behalf of a person entitled to vote on Resolutions 4 to 7, and that vote is cast as specified on the Proxy Form; or
- (b) the vote is cast by the Chairperson as proxy and the Chairperson has been expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

16. RESOLUTIONS 8 TO 9 – GRANT OF PERFORMANCE RIGHTS AND OPTIONS TO CAMILE FARAH (CEO/MD)

Market comparison information for annual remuneration indicated that payment of Optiscan's CEO/MD was less than current norms. Market assessment data did however indicate that the addition of an equity scheme would be more typical for companies of Optiscan's size and would align the CEO/MD's reward to the delivery of outcomes that focuses his efforts on delivering long-term value for shareholders.

The Board agreed, subject to Shareholder approval to grant Performance Rights to the CEO/MD equivalent to 60% of the CEO/MD's total annual remuneration as a short-term incentive and Options equivalent to 100% of the CEO/MD's total annual remuneration as a long-term incentive to the CEO/MD, Camile Farah, subject to vesting conditions under the Incentive Award Plan.

The Plan remunerates directors and executives (including the CEO/MD) for delivering results against measurable criteria linked to the Company's performance. The Plan delivers an award to executives which is linked to annual individual and corporate performance, and is designed to be simple and transparent.

The Performance Rights and Options proposed to be granted to Camile Farah under the Incentive Award Plan form part of his remuneration for FY2026.

Accordingly, Resolutions 8 and 9 seek shareholder approval to issue Performance Rights and Options to the CEO/MD Camile Farah, under the Incentive Award Plan.

A summary of ASX Listing Rule 10.14 is set out in Clause 5.3 above.

16.1 Technical information required by Listing Rule 14.1A

If Resolutions 8 and 9 are passed, the Company will be able to grant the CEO/MD, Camile Farah, with Performance Rights and Options, allowing it to appropriately reward the CEO/MD's performance and focus his efforts on delivering long-term value for shareholders. These will not reduce the Company's placement capacity to issue additional securities.

If Resolutions 8 and 9 are not passed, the Company will not be able to grant the Performance Rights and Options to the CEO/MD and will need to negotiate appropriate alternative incentive remuneration arrangements with the CEO/MD.

16.2 Technical Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 8 and 9:

- (a) the Performance Rights and Options are to be issued to Camile Farah, CEO/MD who falls within Listing Rule 10.14.1 by virtue of being a director of the Company;
- (b) the maximum number of Performance Rights proposed to be issued to the CEO/MD are 2,383,924 being equivalent to 60% of the total remuneration payable to the CEO/MD based on the Valuation Method and the maximum number of Options proposed to be issued to the CEO/MD are 6,157,719 being equivalent to 100% of the total remuneration payable to the CEO/MD based on the Valuation Method;
- (c) the material terms of the Performance Rights are set out in Schedule B and the material terms of the Options are set out in Schedule C;
- (d) The CEO/MD's current total remuneration is:

Cash Salary	Short term incentive*	Superannuation	Long term incentive [#]	Total
452,642	289,585	30,000	482,642	1,254,869

* subject to shareholder approval of Resolution 8.

[#] subject to shareholder approval of Resolution 9.

- (e) The CEO has previously been awarded a total of 12,000,000 unlisted options under an incentive scheme. The options have an exercise price of \$0.1925 (19.25 cents) per option, with 3,000,000 options having lapsed on 9 March 2025 and 9,000,000 options remaining exercisable by 9 March 2027 subject to vesting conditions, not met to date;
- (f) A summary of the material terms of the Performance Rights are included in Schedule B and of the Options is included in Schedule C.

Performance Rights were used as a short-term incentive as they are seen as critical to attracting and retaining staff, given the immediacy of this reward structure, making the Company's reward structure highly attractive to talent that might otherwise not commit to the risk of joining a smaller entity.

The long-term incentive has been structured around premium priced options to align the Executive around a share price improvement, growth and delivery of outcomes.

The Company values each Performance Right at \$0.12147 and each Option at \$0.07838.

- (g) the Performance Rights will be issued as soon as practicable following the meeting and they will be issued no later than three years after the date of the meeting;
- (h) The Performance Rights and Options will be issued for nil consideration and no loans will be made to the CEO/MD;
- (i) A summary of the Incentive Award Scheme is included in Schedule A;

Details of any securities issued under the Incentive Award Plan will be published in Optiscan's annual report y relating to the period in which they were issued, along with a statement that approval for the issue was obtained under 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 scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

16.3 Voting Exclusion Statement

In accordance with ASX Listing Rule 10.14, the Company will disregard any votes cast in favour of Resolutions 8 and/or 9 by or on behalf of any Director and a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or their Associates.

However, the Company will not disregard a vote if:

- (a) the vote is cast as proxy on behalf of a person entitled to vote on Resolutions 8 and 9, and that vote is cast as specified on the Proxy Form; or
- (b) the vote is cast by the Chairperson 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.

16.4 Voting Prohibition

In accordance with the Corporations Act, a vote on Resolutions 8 and 9 must not be cast by a person appointed as a proxy where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a person (voter) described above may cast a vote on Resolution 8 and/or 9 as a proxy if:

- (a) the vote is cast as proxy on behalf of a person entitled to vote on Resolution 8 and/or 9, and that vote is cast as specified on the Proxy Form; or
- (b) the vote is cast by the Chairperson as proxy and the Chairperson has been expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporation Regulations 2001 (Cth).

Company means Optiscan Imaging Limited (ACN 077 771 987).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company, or the directors seeking appointment to the Company pursuant to this Notice (as applicable).

Explanatory Statement means the explanatory statement accompanying the Notice.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option which, subject to its terms, could be exercised into a Share.

Performance Rights means a performance right which, subject to its terms, could convert to a Share.

Plan means the employee incentive scheme titled "Incentive Award Plan" for which Shareholder approval is being sought for adoption of under Resolution 3 of this Notice of Meeting.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

VWAP means the volume weighted average price, with respects to the price of Shares.

SCHEDULE A – SUMMARY OF INCENTIVE AWARDS PLAN

Term	Description
Eligibility	The Board has the discretion to determine which “Eligible Participants” can participate in the Incentive Awards Plan (“ Plan ”), and the number and type of Awards that they will be offered. Eligible Participants are any existing or prospective full-time or part-time employee, casual employee, director or individual service providers of the Company or any of its subsidiaries who are declared by the Board to be eligible to receive grants of Awards under the Plan.
Awards	Under the Plan the Company can grant Options, Performance Rights and Shares (together, “Awards”). The Board has the discretion to set the terms and conditions on which it will offer Awards under the Plan.
Invitation and Application Form	<p>The Board may, in its absolute discretion, make a written invitation to any Eligible Participant to apply for Awards upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (“Invitation”).</p> <p>On receipt of an Invitation, an Eligible Participant (or their permitted nominee) may apply for the Awards the subject of the Invitation by providing a completed application form to the Company (which may be online). The Board may accept an application from an Eligible Participant or permitted Nominees in its discretion.</p> <p>In the event of any inconsistency between the Plan and a specific Invitation, the specific Invitation prevails. This can be used to modify the application of the Plan where necessary in specific circumstances.</p>
Conditions to acquisition of Awards	The acquisition of Awards is conditional on compliance with all applicable legislation, stock exchange rules and the Constitution, and receipt of any necessary approvals required under applicable legislation, stock exchange rules, contractual agreements and the Constitution.
Cap on certain Invitations	Where an Invitation for Awards that require cash consideration to be paid either on issue or exercise (e.g. an option with an exercise price) is proposed to be made and the Company wishes to rely on the employee share scheme provisions in Division 1A of Part 7.12 of the Corporations Act (“ESS Provisions”), and the offer is not being made to an exempt investor under section 708 of the Corporations Act, the Company must reasonably believe, when making such an Invitation, that the Invitation will not result in the Company breaching the cap imposed by the ESS Provisions.
Acquisition Price for Awards	The grant of Awards under the Plan may be subject to the payment of an acquisition price by the Participant as determined by the Board, or otherwise Awards may be granted at no cost to the Participant.
Exercise Price of Convertible Securities	The exercise price of Options or Performance Rights (together, “ Convertible Securities ”) may be determined by the Board, or otherwise may be exercised at no cost to the Participant.
Expiry Date of Convertible Securities	Convertible Securities that do not automatically convert on vesting should be given an expiry date, which can be no more than date 15 years from the date of grant of the Convertible Securities. A Convertible Security lapses on the Expiry Date if it has not been converted or otherwise lapsed.
Nature of Convertible Securities	Each Convertible Security will entitle its holder to subscribe for and be issued or transferred, one Share (upon vesting and exercise of that

	<p>Convertible Security) unless the Plan or an applicable Invitation otherwise provides. See below in relation to a Cash Payment alternative.</p> <p>A Convertible Security does not entitle the Participant to:</p> <ul style="list-style-type: none"> (i) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (ii) receive any dividends of the Company, whether fixed or at the Directors' discretion; (iii) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; (iv) any right to participate in the surplus profits or assets of the Company upon a winding up; or (v) participate in new issues of Securities such as bonus issues or entitlement issues.
Vesting and exercise of Convertible Securities	<p>The Board may determine that Convertible Securities will be subject to performance, service, or other conditions which must be satisfied before the Convertible Securities vest and are exercisable (either at the holder's election or automatically) ("Vesting Conditions") and, if so, must specify those Vesting Conditions in the invitation to each Eligible Participant. The Board may, in its discretion, amend or waive any Vesting Conditions attaching to Convertible Securities at any time, subject to applicable law and stock exchange rules (which may require a rule waiver and shareholder approval).</p> <p>Specific invitations can provide that Vesting Conditions are automatically waived in full or pro rata in certain circumstances, for example a person ceasing employment other than For Cause or resignation, or on a Change of Control.</p> <p>Convertible Securities which have not lapsed under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived. Vested Convertible Securities can be exercised before their Expiry Date, unless they are exercised automatically on vesting (which must be specified in an invitation to apply).</p> <p>Following the valid exercise of a Convertible Security, the Company will issue or arrange the transfer of a Share to the Participant. Alternatively, if provided for by an Invitation, the Board may determine to make a cash payment equal to the Market Value of a Share as at the date the Convertible Security is exercised less, in respect of an Option, any Option Exercise Price, and any superannuation or other taxes, duties or other amounts the Company is required to pay or withhold in respect of any cash payment ("Cash Payment").</p> <p>For the avoidance of doubt, if the Vesting Conditions relevant to a Convertible Security are not satisfied and/or otherwise waived, that Convertible Security will lapse.</p>
Cashless Exercise Facility	<p>The Board may, in its discretion, where Market Value is higher than the exercise price of vested Options, permit a Participant not pay the exercise price for exercised Options and instead be issued that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share) ("Cashless Exercise Facility").</p>

Disposal of Convertible Securities	<p>Except as otherwise provided for by the Plan, an Invitation, the ASX Listing Rules or required by law, a Convertible Security may only be disposed:</p> <ul style="list-style-type: none"> (i) with the consent of the Board (which may be withheld in its discretion) in Special Circumstances, being: <ul style="list-style-type: none"> (A) ceasing to be an Eligible Participant due to death or total or permanent disability, or retirement or redundancy; (B) severe financial hardship; or (C) any other circumstance stated to constitute “special circumstances” in the terms of the relevant Invitation; or (ii) by force of law upon death to the Participant’s legal personal representative or upon bankruptcy to the Participant’s trustee in bankruptcy or under the law relating to mental health.
Shares as an Award or on vesting of Convertible Securities	<p>Shares granted under the Plan or issued or transferred on the exercise of Convertible Securities will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.</p>
Restricted Shares	<ul style="list-style-type: none"> (i) Subject to the Plan, Shares can be made subject to a Restriction Condition and/or a Restriction Period, either of which prohibit disposal until satisfied or waived at the Board’s discretion (unless an Invitation otherwise provides). (ii) Subject to the Plan, the Board may, at its discretion, waive or amend any Restriction Condition or Restriction Period applying to a Share at any time in whole or in part, subject to applicable law and stock exchange rules. (iii) Subject to the Plan, if a Restriction Condition is not met (and is not waived), the Company may, amongst other remedies, buyback and cancel the Shares for such consideration as determined by the Board (which may be nil), sell the Shares for at least 80% of Market Value, or declare the Shares to be forfeited and, where held by a trustee, for the Shares to return to the unallocated pool or to be allocated to a different Participant. (iv) A Share that is subject to a Restriction Period is not at risk of buyback/sale/forfeiture, it is just unable to be disposed of during the Restriction Period.
Forfeiture/lapse of Awards	<p>Unless otherwise determined by the Board, a Share granted under the Plan will be forfeited, and a Convertible Security will lapse, in certain circumstances including:</p> <ul style="list-style-type: none"> (i) in the case of a Convertible Security: <ul style="list-style-type: none"> (A) where the Board determines that any Vesting Condition applicable to the Convertible Security cannot be satisfied (and is not waived); or (B) on the Expiry Date applicable to the Convertible Security; (ii) in certain circumstances if the Eligible Participant leaves (i.e. ceases to be an Eligible Participant). See ‘Ceasing to be an Eligible Participant’ below; (iii) if the Board determines that the Award is liable to clawback (see ‘Misconduct and Clawback’ below); and

	(iv) where the Participant purports to dispose of the Award or enter any arrangement in respect of the Award, in breach of any disposal or hedging restrictions.
Participation and anti-dilution rights of Convertible Securities	<p>Convertible Securities do not confer the right to participate in new issues of Shares or other securities in the Company.</p> <p>Subject to the ASX Listing Rules, the Plan provides for adjustments to be made to the number of Shares which a Participant would be entitled on a reorganisation of capital.</p> <p>If an Invitation provides, the number of Shares acquired on exercise of Convertible Securities and/or the exercise price (if any) of the Convertible Securities can be adjusted, in accordance with stock exchange rules, in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment).</p>
Restrictions on Disposal or Awards	<p>Convertible Securities and Restricted Shares may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, except in Special Circumstances (as defined in the Plan).</p> <p>Participants must not enter any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Convertible Securities or Restricted Shares.</p>
Quotation of Awards	Awards, except Shares, will not be quoted on a stock exchange. The Company will, if its Shares are quoted on a stock exchange, apply for official quotation of any Shares issued under the Plan, in accordance with applicable stock exchange rules.
Ceasing to be an Eligible Participant	<p>Subject to the Plan and an Invitation providing otherwise, upon a Relevant Person ceasing to be an Eligible Participant:</p> <ul style="list-style-type: none"> (i) the Board, in its discretion, may resolve that unvested Convertible Securities lapse or vest in full or pro rata, or continue on foot subject to applicable Vesting Conditions (unless waived); (ii) the Board, in its discretion, may resolve that any vested Convertible Securities acquired by the Relevant Person or their Nominee under the Plan must be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant. If the Convertible Security is not exercised within that period, the Board may resolve, in its discretion, that the Convertible Security lapses as a result; and (iii) the Company may buy back and cancel, sell, or declare to be forfeited any Shares acquired by the Relevant Person or their Nominee under the Plan that are subject to an unsatisfied Restriction Condition that is not waived by Board. <p>Specific Invitations can provide vary the above arrangements (e.g. to allow for full or partial vesting for good leavers unless the Board resolves otherwise). The template Invitation at the back of the Plan provides alternative wording to achieve this.</p>
Change of Control	Subject to the Plan and an Invitation providing otherwise, if a Change of Control occurs, or the Board determines that such an event will occur, the Board may, in its discretion, determine the manner in which any or all of a Participant's Awards will be dealt with, including, without limitation, in a

	<p>manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the Change of Control. Specific Invitations can provide vary the above arrangements (e.g. to allow for full or partial vesting on a Change of Control unless the Board resolves otherwise). The template Invitation at the back of the Plan provides alternative wording to achieve this.</p>
Misconduct and Clawback	<p>If the Board becomes aware of a material misstatement in the Company's financial statements, that a Participant has committed an act of fraud, negligence or gross misconduct or failed to comply with any restrictive covenant or that some other event has occurred which, as a result, means that a Participant's Award should be reduced or extinguished, or should not vest, then the Board may, amongst other rights, claw back or adjust any such Award at its discretion to ensure no unfair benefit is derived by the Participant.</p>
Trust	<p>The Company may establish an employee share trust for the purposes of the Plan.</p>

SCHEDULE B – SUMMARY OF KEY TERMS OF PERFORMANCE RIGHTS

Term	Description				
Number	The total number of Performance Rights to be issued is 3,448,504				
Nature	Each Performance Right gives the holder, subject to the Vesting Conditions (if any) being satisfied (or waived in accordance with the Plan or Invitation), the right to subscribe for one fully paid, ordinary share in the capital of the Company (Share) (subject to any adjustments under the Plan).				
Acquisition Price	Nil				
Exercise Price	Nil				
Expiry Date	Four years from issue				
Vesting Conditions	<p>Subject to the Plan, the Performance Rights do not vest and become exercisable except to the extent the Vesting Conditions set out below is satisfied (or duly waived):</p> <p><u>For Non-executive Directors' Performance Rights:</u></p> <p>Remaining a director until 30 June 2026</p> <p><u>For CEO/MD Performance Rights:</u></p> <table border="1"> <thead> <tr> <th>Number of Performance Rights</th><th>Vesting Conditions</th></tr> </thead> <tbody> <tr> <td>100% of Performance Rights</td><td>On achievement of specific milestones associated with the Company's FDA regulatory process, product development, risk mitigation, and commercial performance</td></tr> </tbody> </table>	Number of Performance Rights	Vesting Conditions	100% of Performance Rights	On achievement of specific milestones associated with the Company's FDA regulatory process, product development, risk mitigation, and commercial performance
Number of Performance Rights	Vesting Conditions				
100% of Performance Rights	On achievement of specific milestones associated with the Company's FDA regulatory process, product development, risk mitigation, and commercial performance				
Ceasing to be an Eligible Participant	Notwithstanding the Plan, but subject to applicable laws and stock exchange rules, and except and to the extent otherwise resolved by the Board in its sole and absolute discretion, if the Eligible Participant ceases to be an Eligible Participant (e.g., by ceasing employment or engagement by the Company) other than for Cause, any Vesting Conditions in respect of unvested Performance Rights will be deemed to be automatically waived pro rata to time based on the proportion of time that has elapsed at the time of ceasing to be an Eligible Participant for the applicable period.				
Change of Control	Notwithstanding the Plan, but subject to applicable laws and stock exchange rules, in the event a Change of Control occurs or the Board reasonably determines will occur, any Vesting Conditions in respect of unvested Performance Rights will be deemed to be automatically waived in full.				
Exercise of vested Performance Rights	A holder may exercise vested Performance Rights by lodging with the Company, before the Expiry Date, a written notice of exercise specifying the number of vested Performance Rights being exercised (Exercise Notice).				
Timing of issue of Shares on exercise	On receipt of a valid Exercise Notice, the Company will, in compliance with applicable law and the Plan, issue or transfer a Share to the holder for each vested Performance Right validly exercised.				

Disposal Restrictions	Performance Rights can only be Disposed in certain circumstances as set out in the Plan and the Eligible Participant's Incentives Offer.
Takeover Limitations	If the conversion of the Performance Rights into the Shares would result in contravention of section 606(1) of the Corporations Act, then the conversion of Performance Rights shall be into such number of Shares that would cause the contravention will be deferred until such time or times thereafter the conversion would not result in such a breach. The holder shall give notification to the Company in writing if the conversion of Performance Rights may result in the contravention of section 606(1) failing which the Company shall assume that the conversion of Performance Rights will not result in any person being in contravention of section 606(1).

SCHEDULE C – SUMMARY OF KEY TERMS OF OPTIONS

Term	Description						
Number	The total number of Options to be issued is 6,157,719						
Nature	Subject to the applicable Vesting Conditions below being satisfied or waived in accordance with the Plan or this Invitation, and payment of the Exercise Price (unless and to the extent the Board allows the use of the Cashless Exercise Facility) each Option is exercisable, before its expiry date, into one fully paid, ordinary share in the Company (Share).						
Acquisition Price	Nil						
Exercise Price	50% premium to the Market Value of a Share as at the Acquisition Date.						
Expiry Date	Four years from issue						
Vesting Conditions	<p>Subject to the Plan, the Options do not vest and become exercisable except to the extent the Vesting Condition set out below is satisfied (or duly waived):</p> <table border="1"> <tr> <td>One third of the Options</td><td>The CEO/MD remaining an Eligible Participant for one year from the Acquisition Date of the Options</td></tr> <tr> <td>One third of the Options</td><td>The CEO/MD remaining an Eligible Participant for two years from the Acquisition Date of the Options</td></tr> <tr> <td>One third of the Options</td><td>The CEO/MD remaining an Eligible Participant for three years from the Acquisition Date of the Options</td></tr> </table>	One third of the Options	The CEO/MD remaining an Eligible Participant for one year from the Acquisition Date of the Options	One third of the Options	The CEO/MD remaining an Eligible Participant for two years from the Acquisition Date of the Options	One third of the Options	The CEO/MD remaining an Eligible Participant for three years from the Acquisition Date of the Options
One third of the Options	The CEO/MD remaining an Eligible Participant for one year from the Acquisition Date of the Options						
One third of the Options	The CEO/MD remaining an Eligible Participant for two years from the Acquisition Date of the Options						
One third of the Options	The CEO/MD remaining an Eligible Participant for three years from the Acquisition Date of the Options						
Ceasing to be an Eligible Participant	Notwithstanding the Plan, but subject to applicable laws and stock exchange rules, and except and to the extent otherwise resolved by the Board in its sole and absolute discretion, if the Eligible Participant ceases to be an Eligible Participant (e.g. by ceasing employment or engagement by the Company) other than For Cause, any Vesting Conditions in respect of unvested Options will be deemed to be automatically waived pro rata to time based on the proportion of the applicable retention period that has elapsed at the time of ceasing to be an Eligible Participant.						
Change of Control	Notwithstanding the Plan, but subject to applicable laws and stock exchange rules, in the event a Change of Control occurs or the Board reasonably determines will occur, any Vesting Conditions in respect of unvested Options will be deemed to be automatically waived in full for the proportion of time that has elapsed.						
Notice of Exercise	A holder may exercise vested Options by lodging with the Company, before the Expiry Date, a written notice of exercise specifying the number of vested Options being exercised (Exercise Notice) and, except to the extent the Board approves the use of the Cashless Exercise Facility, payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised.						

Timing of issue of Shares on exercise	On receipt of a valid Exercise Notice, the Company will, in compliance with applicable law and the Plan, issue or transfer a Share to the holder for each vested Option validly exercised.
Disposal Restrictions	Performance Rights can only be Disposed in certain circumstances as set out in the Plan and the Eligible Participant's Incentives Offer.
Takeover Limitations	If the conversion of the Options into the Shares would result in contravention of section 606(1) of the Corporations Act, then the conversion of Options shall be into such number of Shares that would cause the contravention will be deferred until such time or times thereafter the conversion would not result in such a breach. The holder shall give notification to the Company in writing if the conversion of Options may result in the contravention of section 606(1) failing which the Company shall assume that the conversion of Option will not result in any person being in contravention of section 606(1).



OPTISCAN IMAGING LIMITED
ABN 81 077 771 987

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Wednesday, 12 November 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number:

SRN/HIN:

PIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Optiscan Imaging Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Optiscan Imaging Limited to be held at 16 Miles Street, Mulgrave, VIC 3170 on Friday, 14 November 2025 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2, 3, 4, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2, 3, 4, 5, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2, 3, 4, 5, 6, 7, 8 and 9 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Re-election of Director – Sean Gardiner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Grant of Performance Rights to Camile Farah (CEO/MD)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Grant of Options to Camile Farah (CEO/MD)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Employee Securities Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 4	Grant of Performance Rights to Robert Cooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5	Grant of Performance Rights to Ron Song	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Grant of Performance Rights to Karen Borg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Grant of Performance Rights to Sean Gardiner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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