

TBG Diagnostics Ltd
ACN: 010 975 612
<http://www.tbgbio.com>



TBG Diagnostics Ltd

Notice of Annual General Meeting

Explanatory Statement | Proxy Form

13 August 2025

11:00 AM AEST

Address

Virtual Meeting

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.

Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolution	4
Notice of Annual General Meeting – Explanatory Statement	6
Glossary	8
Proxy Form	Attached

Important Information for Shareholders about the Company's AGM

This Notice is given based on circumstances as at 15 July 2025. Should circumstances change, the Company will make an announcement on the Company's website at <http://www.tbgbio.com>. Shareholders are urged to monitor the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am (AEST) on 13 August 2025 as a **virtual meeting**.

How Do I Participate in the Meetings Online?

To join the Meeting via conference facility please register to attend by 11.00 am AEST on 11 August 2025 by contacting the Company Secretary Justyn Stedwell by email to justyn@stedwell.com.au or by calling +61(0) 3 9088 2049. Instructions regarding attending, voting and asking questions at the Meeting will be provided following registration.

Your vote is important

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at www.investorvote.com.au by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By hand	452 Johnston Street, Abbotsford Vic 3067

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of TBG Diagnostics Ltd ACN 010 975 612 will be held at 11:00 am (AEST) on 13 August 2025 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00pm (AEST) on 11 August 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolution

Re-election of Director

1. **Resolution 1** – Re-election of Emily Lee as a Director

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

“That Emily Lee, a Director who retires by rotation in accordance with the Company’s Constitution, be re-elected as a Director of the Company.”

2. **Resolution 2** – Change of Company Name

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

‘That, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the Company’s name to be changed from TBG Diagnostics Ltd to Medic Vision AI Limited’.

BY ORDER OF THE BOARD

Justyn Stedwell
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00 am (AEST) on 13 August 2025 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolution contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <http://www.tbgbio.com>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 6 August 2025.

Resolutions

Re-election of Director

Resolution 1 – Re-election of Emily Lee as Director

Under this Resolution, Emily Lee has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Ms Emily Lee is a Melbourne based businesswoman with a substantial track record of success in cross border transactions within the corporate and government sectors in Australia and Asia. Ms. Lee has extensive experience in corporate restructuring, capital raising, listing and managing of public companies on the ASX.

Ms Lee served as Managing Director of Mercer Capital, a boutique private equity firm based in Melbourne. In May 2013, she was instrumental in leading a successful underwriting and capital raising exceeding \$5 million for Progen Pharmaceuticals Limited (ASX: PGL), now TBG Diagnostics Limited (ASX: TDL). In 2015, she successfully raised \$3.8 million for Lanka Graphite Limited following the successful merger of Viculus Limited and Euro Petroleum.

Mercer Capital has been the lead strategic Corporate Advisor for Progen Pharmaceuticals Limited on managing and facilitating the corporate restructuring of the company and acquisition of TBG Inc.

Ms Lee previously held position as non-executive chairman for ASX listed company Australian Natural Proteins Limited (ASX: AYB).

Directors' recommendation

The Directors (excluding Emily Lee) recommend that Shareholders vote for this Resolution.

Resolution 2 – Change of Company Name

Change of Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 2 seeks the approval of Shareholders for the Company to change its name from TBG Diagnostics Ltd to "Medic Vision AI Limited".

Additional Information

Resolution 2 is a special resolution and must be passed by at least 75% of the votes cast on the resolution by shareholders entitled to vote on it.

Subject to the passing of resolution 2, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. The change of name of the Company will take effect from when ASIC alters the details of the Company's registration.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Enquiries

Shareholders are asked to contact the Company Secretary on +61(0) 3 9088 2049 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2024 Annual Report to Shareholders for the period ended 31 December 2024.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Auditor's Report means the auditor's report of William Buck (VIC) Pty Ltd as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Company means TBG Diagnostics Ltd ACN 010 975 612.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 18 July 2025 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolution means the resolution set out in this Notice of Meeting.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services.