

Monash IVF Group Limited
ACN: 169 302 309

Notice of 2020 Annual General Meeting

22 October 2020

Notice is hereby given that the Annual General Meeting (**AGM or Meeting**) of shareholders of Monash IVF Group Limited (the **Company or Monash IVF Group**) will be held as a **virtual meeting** on **Thursday, 26 November 2020 at 2pm (AEST)**. To access the meeting please enter the following link into your web browser on your computer or online device - <https://agmlive.link/MVF20>

On 31 July 2020, the Australian Federal Treasurer, Josh Frydenberg announced the extension of the temporary relief provided to companies to hold online meetings and electronic document execution under the instrument-making power that has been inserted into the Corporations Act 2001 as part of the response to the COVID-19 crisis.

The health and wellbeing of our Shareholders and Employees are of utmost importance and as such, the Company will be holding a virtual AGM allowing for Shareholders to participate legally without having to be physically present (**Determination**). Accordingly, there will not be a physical venue for Shareholders to attend.

To give shareholders a reasonable opportunity to participate, Shareholders may attend the meeting virtually using a Virtual Meeting platform provided by Link Market Services. To access the meeting please enter the following link into your web browser on your computer or online device - <https://agmlive.link/MVF20>

The Virtual Meeting platform will enable Shareholders to:

- See the Meeting presentation material and listen to the Meeting live;
- Vote online during the Meeting;
- Participate and ask questions online during the Meeting.

Voting on all resolutions will be conducted by a poll.

Shareholders may also cast their votes at the Meeting by appointing a proxy (preferably the Chairman of the Meeting) or vote online from 2pm on 26 November 2020.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to Shareholders.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will provide Shareholders with as much notice as practicable. Further information will be made available on the Company's website and the ASX platform.

Business of the AGM

Item 1 - Consideration of Monash IVF Group Financial Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the year ended 30 June 2020.

Item 2 - Remuneration Report

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

"That the Remuneration Report, which forms part of the Director's Report for the year ended 30 June 2020, be adopted."

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

Item 3 – Re-election and Election of Directors

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

- 3a *"That Mr Richard Davis, a Non-Executive Director of the Company, and being eligible, offers himself for election, be re-elected as a Director of the Company."*
- 3b *"That Dr Richard Henshaw, an Executive Director of the Company, and being eligible, offers himself for election, be re-elected as a Director of the Company."*
- 3c *"That Ms Catherine West, a Non-Executive Director of the Company, and being eligible, offers herself for election, be elected as a Director of the Company."*

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

Item 4 – Approval of long term incentive grant of performance rights to the CEO under the FY2021 executive long term incentive plan

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

"That approval be given for all purposes, including ASX listing rules 10.14, for the grant of performance rights to Michael Knaap, as his annual long term incentive grant for the year ended 30 June 2021 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting".

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

By order of the Board



Malik Jainudeen
Company Secretary

22 October 2020

Notice of Annual General Meeting

Annual Report

Monash IVF Group Annual Report is accessible via the website <http://ir.monashivfgroup.com.au/Investor-Centre/?page=Annual-Reports>

Eligibility to Vote

For the purpose of determining entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered holders at 7.00pm (AEDT) on Tuesday 24 November 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Participating at the Meeting

Shareholders are requested to participate in the virtual AGM via our virtual AGM platform at <https://agmlive.link/MVF20>. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/MVF20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting. Alternatively the proxy code can be obtained by calling the Share Registry on 1300 554 474 the day prior to the meeting.

Further information on how to participate virtually is set out in this Notice and in the Virtual Meeting Online Guide.

All shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform, including an opportunity to ask questions of the Company's external auditor.

To ensure as many Shareholders as possible have the opportunity to submit questions, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be submitted at the one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so via the Shareholder Question Form which is available on the MVF Group website – <http://ir.monashivfgroup.com.au/Investor-Centre/?page=AGM>

We will attempt to address the more frequently asked questions in the Chairman and Group Managing Director's presentations to the Meeting.

Voting by Proxy

In the interest of public health and safety and as a result of COVID-19 and the Determination, the Meeting will be held entirely virtually and there will be no physical venue for Shareholders to attend. Shareholders may participate in the Meeting online via the Virtual Meeting platform provided by Link Market Services – <https://agmlive.link/MVF20>

Even though the Meeting is being held entirely online, you may still participate by lodging a proxy vote prior to the Meeting or vote online during the Meeting.

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

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

A proxy does not need to be a Shareholder. A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM.

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

Lodging your Proxy Form

Proxy forms should be lodged online at linkmarketservices.com.au in accordance with the instruction provided on the website. To use this facility, you will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). This is located on the front of your Shareholder letter and you will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you can lodge your completed and signed proxy form (together with any power of attorney or other authority under which the appointment was signed, or a certified copy of the authority, letter of representation, or power of attorney) received by 2pm on Tuesday, 24 November 2020. This can be returned by:

- a) Post using the reply-paid envelope provided or posted to:
Monash IVF Group Ltd
c/- Link Market Services Ltd
Locked Bag A14, Sydney South NSW 1235
- b) Hand delivered to either:
Link Market Services Ltd
1A Homebush Bay Drive, Rhodes, NSW 2138
or
Level 12, 680 George Street, Sydney NSW 2000
- c) Fax to Link Market Services Limited on +61 2 9287 0309

Proxy voting by the Chair

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

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

Corporate Representatives

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

Voting at the Meeting

In accordance with the Determination, voting on all items of business will be conducted on a poll. You may vote at the Meeting in one of two ways, by:

- Using the online platform. We recommend logging into the online platform at least 15 minutes prior to the scheduled start time by entering <https://agmlive.link/MVF20> into a web browser on your computer or online device. Securityholders will need their SRN or HIN;
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 2pm (Sydney time) on 26 November 2020 and the time at which the Chair announces voting closure.

More information about online participation in the Meeting is available in the Virtual Meeting Online Guide – <http://ir.monashivfgroup.com.au/Investor-Centre/?page=AGM>

Explanatory Notes

Item 1 - Consideration of Monash IVF Group Financial Reports

The Financial Reports including the Director's Report and Auditor's Report (the Reports) for the year ended 30 June 2020 will be laid before the AGM. There is no requirement for a formal resolution on this item. However, the Chairman will allow reasonable opportunity for shareholders to ask questions and make comments on the operations and Management with regard to the Reports. Shareholders will also be given a reasonable amount of time to ask the appointed Auditor representative questions about the content and conduct of the audit.

Item 2 - Remuneration Report

The Remuneration Report for the year ended 30 June 2020 outlines the remuneration arrangements of Monash IVF Group in accordance with the requirements of the Corporations Act 2001 and its regulations. The information has been audited as required by section 308 of the Corporations Act 2001.

The Remuneration Report addresses the following issues:

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

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

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

Voting exclusions

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

Item 3 - Re-election and Election of Directors

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

3a Re-election of Mr Richard Davis (Non-Executive Director)

Mr Richard Davis joined the Group in June 2014 and is currently serving as a Non-executive director of ASX listed companies, InvoCare Limited and Australian Vintage Limited (Chairman).

Richard worked for InvoCare for 20 years until 2008. For the majority of that time he held the position of CEO and managed the growth of that business through a number of ownership changes and over 20 acquisitions, including offshore in Singapore.

Prior to InvoCare Limited, Richard worked as an accounting partner of Bird Cameron. Richard holds a Bachelor of Economics from the University of Sydney.

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

3b Re-election of Dr Richard Henshaw (Executive Director)

Dr Richard Henshaw MD FRANZCOG FRCOG has practiced in the field of reproductive medicine since 1995.

Richard works as a Fertility Specialist for the Group.

Richard has served on many national bodies, including RANZCOG Council, the IVF Medical Directors Group of Australia and New Zealand, and the Reproductive Technology Accreditation Committee.

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

3c Election of Ms Catherine West (Non-Executive Director)

Ms Catherine West joined the Group in September 2020 and is currently serving as a non-executive director of ASX listed Nine Entertainment where she is Chair of the People and Remuneration Committee and a member of the Audit & Risk Committee.

Catherine is an experienced ASX listed non-executive director and has over 25 years of legal, business affairs and strategy experience in customer focussed businesses in the media, entertainment, telecommunications and medical sectors in Australia, the UK and Europe.

Catherine was previously on the board of Southern Phone, a regional telecommunications company and she currently holds position of Vice-President of the Sydney Breast Cancer Foundation at Chris O'Brien Lifehouse, director of the NIDA Foundation and a Governor of Wenona School.

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

Item 4 - Approval of long term incentive grant of performance rights to the CEO under the FY2021 executive long term incentive plan

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Mr. Michael Knaap, Managing Director and Chief Executive Officer (MD and CEO), as part of his Long Term Incentive (LTI) award for FY2021.

Key terms of the FY21 LTI grant

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

Mr Michael Knaap's annual remuneration package includes the following:

- Total Fixed Remuneration (base salary and packaged benefits) of \$500,000 (TFR);
- A target short-term incentive (STI) opportunity of 60% of his fixed remuneration, subject to the achievement of certain performance criteria measures approved by the Board. The STI criteria is subject to both financial and non-financial outcomes and is payable in cash;
- A LTI award comprising the granting of performance rights up to 60% of his fixed remuneration (subject to shareholder approval, as described further below).

The FY21 LTI award to Mr Michael Knaap is calculated by applying a 5% increase to his TFR. As such, Mr Knaap will be granted 501,629 performance rights, which has been determined by dividing Mr Knaap's LTI maximum opportunity of \$315,000 by the volume weighted average share price of the Monash IVF Group Limited shares traded on the ASX on the 10 trading days (VWAP) following the announcement of the FY2020 financial results.

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

Performance conditions

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

- Tranche one – 70% of the performance rights will be subject to a Basic Earnings Per Share (EPS) hurdle. No vesting occurs below the threshold level EPS of 10% per annum;
- Tranche two – 30% of the performance rights will be subject to a Relative Total Shareholder Return (TSR) hurdle relative to the ASX300 Healthcare Accumulation Index (Index). No vesting occurs if the TSR is less than the Index performance. TSR growth is calculated based on the 10 day closing VWAP after the FY2020 and FY2023 results announcements, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date.

These hurdles and vesting schedules are set out below:

Tranche one: Basic EPS Performance (70% weighting)	Tranche two: Relative TSR Performance (30% weighting)	Portion of performance rights that will vest against the relevant target
Less than 10% per annum	Less than Index return	0%
10% per annum	Equal to Index return	20%
Between 10% and 12%	Between Index return and Index return + 5%	Straight line pro-rata vesting
At or above 12% per annum	Equal to or > Index return + 5%	100%

Testing of the performance conditions

Tranche one: Basic EPS

The performance period will run from 1 July 2020 to 30 June 2023. The hurdle for 70% of the rights is based on an earnings per share hurdle which measures the compound growth of the Monash IVF Group Limited basic earnings per share (EPS) over a three year period from 1 July 2020 to 30 June 2023. Basic EPS is subject to audit applying the requirements of Australian Accounting Standard AASB 133. EPS may be normalised by adjustment for any amounts in respect of the period individually significant, non-recurring, abnormal or unusual gains or losses of the Group, whether realised or unrealised. The base EPS is the underlying FY2020 EPS of 3.7 cents. No vesting occurs at below a threshold level of EPS growth of 10% per annum. 20% will vest at threshold performance, 100% will vest at maximum performance of EPS growth of 12% or above, with pro rata vesting between threshold and maximum.

Tranche two: Relative TSR

The hurdle for the other 30% of the rights are based on the Monash IVF Group Limited total shareholder return ('TSR') relative to the ASX300 Healthcare Accumulation Index (Index) from the 10 day closing VWAP period after the FY2020 and FY2023 results announcements. In respect of the tranche, no performance rights will vest if the TSR performance is less than the Index performance. 20% will vest at threshold performance when TSR equals Index returns, 100% will vest at maximum performance if TSR equals Index returns +5% on an annualised basis, with pro rata vesting between threshold and maximum. TSR is calculated based on the closing share price, adjusted for capital movements and inclusive of dividends on a reinvestment basis at the ex-div date, as at the start of the performance period and the end of the performance period.

Other key terms of the LTI Plan

Event for a performance right to lapse

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

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

Cessation of employment

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

Change of control

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

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

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

Malus and Clawback

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

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

Restrictions on dealing

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

Settlement of vested performance rights

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

Other required information – ASX Listing Rules

- Mr Knaap is the only Director eligible to participate and receive performance rights under the LTI Plan. No associate of any Director is entitled to participate. No additional director who becomes entitled to participate in the LTI Plan will participate until approval is obtained under ASX Listing Rule 10.14;
- Mr Knaap was granted 294,410 performance rights under the LTI Plan since the 2019 Annual General Meeting (as approved at that meeting). The acquisition price for those performance rights was nil. No other Director (or associate of any Director) has received securities under the LTI Plan since it was approved by shareholders at the 2017 Annual General Meeting;
- There is no loan provided in relation to performance rights (or the Shares underlying them);
- ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. If item 4 is approved, any issue of shares resulting from the vesting and exercise of the performance rights would be treated, for the purpose of ASX Listing Rule 7.1, as having been made with prior shareholder approval. Those shares would then cease to use up part of the 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities;
- If the grant of performance rights is approved, they will be issued as soon as possible and no later than 26 November 2021;
- Performance rights issued under the LTI Plan will be published in the Company's annual report for the relevant period in which they were issued. The Company's annual report will note that approval for the issue of those securities was obtained under ASX Listing Rule 10.14;
- If shareholder approval for the grant of performance rights to Mr Knaap is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Knaap.

Voting exclusion statement

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

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

- a) It is cast by a person as a proxy or attorney of a person who is entitled to vote on item 4, in accordance with the directions given to the proxy or attorney to vote on item 4 in that way;
- b) It is cast by the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on item 4, in accordance with a direction given to the Chairman to vote on item 4 as the Chairman decides; or
- c) It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - 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 4; and
 - the holder votes on item 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

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