

Notice of Annual General Meeting

Pro Medicus Limited ABN 25 006 194 752

Notice is hereby given that the Annual General Meeting of the shareholders of Pro Medicus Limited will be held in the Orana Room at Fenix Events, 680 Victoria Street, Richmond on Tuesday, 22 November 2016 at 10:00am Australian Eastern Daylight Time (AEDT).

Business:

1. Accounts and Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2016 and the related Directors' Report, Directors' Declaration and the Auditors' Report.

2. Remuneration Report

To adopt the remuneration report (which is contained in the Directors' report) for the year ended 30 June 2016.

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

3. Election of Directors

- a) a) To elect Mr Anthony Glenning as a Director of Pro Medicus who, in accordance with the Constitution of the company and, being eligible, offers himself for election.
- b) To re-elect Dr Sam Hupert as a Director of Pro Medicus who, in accordance with the Constitution of the company and, being eligible, offers himself for re-election.

4. Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board.



Clayton Hatch
Company Secretary

21 October 2016

Voting Entitlements

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 7.00pm Australian Eastern Daylight Time (AEDT) on 18 November 2016 will be taken, for the purpose of the Meeting, to be held by the persons who held them at the time.

Proxies

In accordance with section 249L of the Corporations Act 2001.

- A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate.
Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.;
- If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.
- A proxy need not be member.

The proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by 10.00am AEDT on Friday, 18 November 2016.

The completed proxy form may be:

By mail:

Pro Medicus Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By hand:

delivered to Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 or
Level 12, 680 Georges Street
Sydney NSW 2000

Vote online:

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select "Voting" and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

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 meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

Voting Exclusion Statements

Resolution 2

The Company will disregard any votes cast on the proposed resolution for the adoption of the Remuneration Report by or on behalf of

- A member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report ("KMP"); or
- A closely related party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:

- The vote is cast as a proxy
- The proxy is appointed by writing that specifies how the proxy is to vote on Resolution 2; and
- The vote is not cast on behalf of a KMP or a closely related party of a KMP.

If you are a KMP or a closely related party of a KMP (or acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

A closely related party of a member of the Company's KMP means any of the following:

- A spouse or child of the member;
- A child of the member's spouse;
- A dependant of the member or of the member's spouse;
- Anyone else who is one of the member's family and be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- A company the member controls; or
- A person prescribed by regulations (as at the date of this Notice, no such regulations have been prescribed).

The proxy form accompanying this Notice contains detailed instructions regarding how to complete the proxy form if a shareholder wishes to appoint the Chairman as his or her proxy and to authorise the Chairman to vote on the resolution to adopt the remuneration Report. You should read those instructions carefully.