

You can find out more information about Medibank in our 2025 suite of reports on our  $\underline{\text{website}}$ 









#### Dear Shareholder

We are pleased to invite you to attend the annual general meeting (meeting or AGM) of Medibank Private Limited (Medibank) to be held on Wednesday 19 November 2025 at 10.00am (Melbourne time). Shareholders will also have the opportunity to attend the meeting virtually via <a href="meetings.lumiconnect.com/300-019-541-576">meetings.lumiconnect.com/300-019-541-576</a>. Registration will commence (in-person and online) at 9.00am (Melbourne time).

#### **AGM details**

The meeting will be held at The Edge Auditorium, Federation Square, corner Swanston Street and Flinders Street, Melbourne VIC 3000. The Edge Auditorium has lift access and is wheelchair accessible. A map with directions to the venue appears on page 21 of this Notice of Meeting.

#### In person attendance

If you attend the meeting in person, you will need to register at one of the registration desks on the day. You will find it easier if you bring with you a shareholder document showing your holder number (such as a holding statement or proxy form).

#### Virtual attendance

Shareholders and proxyholders can watch the AGM live in real time on the Lumi platform. All shareholders attending virtually will be given a reasonable opportunity to participate in the AGM including a right to vote and to ask questions or make comments, both verbally and in writing. Information on how to participate virtually, including system requirements, logging in, and how to vote and ask questions, is provided on page 8 of this Notice of Meeting and in the Virtual Meeting Guide on pages 18 to 20. You can also find this information on Medibank's website at medibank.com. au/about/investor-centre/annual-general-meeting/.

The meeting will be live streamed and may be viewed at medibank.com.au/about/investor-centre/annual-general-meeting/. The livestream will also be available on Medibank's website shortly after the conclusion of the meeting together with the presentations and voting results. Non-shareholders may view the AGM via the livestream.

If you are unable to attend the meeting, I encourage you to submit your voting instructions by:

- following the instructions on the front of the proxy form to lodge your proxy electronically at <a href="investorvote.com.au">investorvote.com.au</a>; or
- completing the personalised proxy form and returning it to Medibank's share registry. The completed proxy form must be lodged electronically or be received by no later than 10.00am (Melbourne time) on Monday 17 November 2025.

This Notice of Meeting sets out the details of the items of business of the meeting, as well as voting instructions and explanatory notes.

At the AGM, Chief Executive Officer David Koczkar and I will review the operations and performance of Medibank for the year ended 30 June 2025. There will be an opportunity for shareholders to ask questions about matters relevant to the business of the meeting or about Medibank generally. We encourage your participation at the meeting and look forward to providing an informative program.

I hope you are able to join us at the AGM and thank you for your support as a shareholder.

Yours sincerely

Mike Wilkins AO Chair

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As one of Australia's leading health companies, we want people to experience their best health and wellbeing, so they can live better lives.

We support more than 4.2 million customers with health cover through our Medibank and ahm brands, and our Amplar Health network delivers care to millions of people across the country through prevention programs and primary care, virtual health, home and community-based care. Our focus is on giving people greater choice, easier access, and better value from the health system. That's why we're working closely with health providers and governments to reimagine how care is delivered and investing to develop more personalised models of care. We're accelerating the health transition in Australia, so that all of us can continue to access the care we need.

**Purpose** 

# **Better Health for Better Lives**

Vision

# The best health and wellbeing for Australia

Values





Show heart



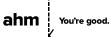


Break boundaries

Our businesses

# medibank Live Better

Supports the health and wellbeing of customers with a range of personalised health programs, services and products in addition to health cover



Offers straightforward health cover and multi-category insurance options, focused on cutting out the complexity and making things simple and affordable



Delivers innovative healthcare at scale across Australia through virtual health, primary care, hospital and homecare

Incorporates: Amplar Health Home Hospital Pinnacle Health Group Medinet Australia

Other insurance – Travel, pet, life, home and car insurance that deliver more value for our customers and support their quality of life







Our health

**Primary care**Myhealth Medical Group

## Short stay hospitals and no gap hospitals

Adeney Private Hospital (Vic)

The Orthopaedic Institute at Macquarie University Hospital (NSW) East Sydney Private Hospital (NSW)

Integrated Mental Health (iMH) hospitals – Sydney, Canberra, Brisbane Western Hospital (SA)

Sustainability focus areas











Customer



4.2<sub>m</sub>

total health insurance customers

total COVID financial support since 2020

\$6.6b

total claims paid

Medibank journey NPS

ahm service NPS

48.0 (+2.0)

customer advocacy

+27.9k (+1.4%)

policyholder growth

+10.5k(+3.1%)

policy unit growth

Healthcare



**52%** 

of Medibank policyholders engaged with health and wellbeing services

931k (+13%)

Live Better rewards participants

mental health over next 5 years

hospital bed days saved through homecare programs delivered by Amplar Health

health interactions delivered by Amplar Health network

**People & community** 



8.1/10

employee engagement

\$2.8m

community investment

Place to work

**Products and services** 

+38

employee advocacy (eNPS)

3,956

employees

health professionals

**Financial** 



\$618.7m(+8.5%)

Group underlying net profit after tax

10.2 cps

final ordinary dividend fully franked

resident policyholder market share

**Medibank Health** segment profit

\$76.7m (+27.0%) \$741.5m (+7.1%)

**Health Insurance** operating profit

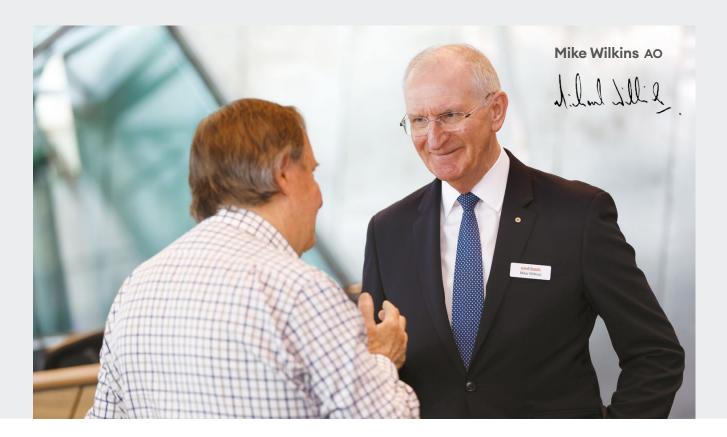
。\$10m

in productivity savings

\$207.8m (+14.1%)

net investment income

# Chair's message



Medibank's commitment to our customers has been demonstrated in the strength of our performance this year. Importantly, Medibank's leadership in further driving Australia's health transition is supporting system change while positioning the company for sustainable long-term growth.

The Australian health insurance market remained buoyant with customer numbers at record levels despite the ongoing impact of cost-of-living pressures on many households. We saw continued growth in both the resident and non-resident health insurance businesses with Medibank's Health Insurance operating profit up 7.1% to \$741.5 million. In Medibank Health, segment profit was up 27% to \$76.7 million. The increasing contribution of this business, now at around 10% of earnings, is delivering benefits for both our customers and the community, as well as further diversifying our business for the long-term benefit of our shareholders.

Medibank remains a resilient business with a strong capital position and the Board determined shareholders would receive a fully franked final ordinary dividend of 10.2 cents per share, bringing the total FY25 fully franked ordinary dividend to 18.0 cents per share, up 8.4% on FY24.

The Board continued to play an active role in the oversight of the Medibank Group. Throughout the year we maintained our focus on performance, working alongside the executive team on the company's strategy and its 2030 vision. A feature of our strategy is our growing focus on wellbeing and on primary care, which also centres on system change as we look to support GPs, nurses and allied health professionals

within multidisciplinary teams to deliver proactive and coordinated care in the community, and also to champion a focus on prevention.

We are proud of Medibank's growing role in driving change across the health system – not only for the benefit of our customers and patients, but also for the wider community. The Board has seen personalised care models in action, with on-site tours of the Amplar Health Home Hospital service in Adelaide and Adeney Private Hospital in Melbourne. As well, directors continued to participate in regular customer connection sessions and visits to retail stores.

At the same time, we have deepened our relationships with industry stakeholders and community partners. This includes providing targeted funding and collaborative support to help our hospital partners innovate and drive lasting change across the health system.

During the year the Board supervised key risk and regulatory initiatives designed to enhance Medibank's resilience. This included adopting the Australian Prudential Regulation Authority's new operational risk management standard, implementing the Financial Accountability Regime and overseeing an update to our risk culture framework.

Board succession planning and capability development are essential for leadership continuity, strong governance and the ability to take on future opportunities and challenges. To support this focus, the Board participated in a wideranging program of professional development and business immersion activities throughout the year.





"We are proud of Medibank's growing role in driving change across the health system - not only for the benefit of our customers and patients, but also for the wider community."

We remain committed to advancing diversity and inclusion across the business. We aim to maintain at least 40% female representation in the Group and senior executive population and on our Board. While we narrowly missed our objective for the Board in FY25, we exceeded the target across the Group and senior executive team.

At our Annual General Meeting in November, we will farewell long standing directors, Linda Nicholls AO and David Fagan, who will retire at the conclusion of that meeting. The Board is recommending shareholders vote for the election of Jacqueline Hey and Dr Lisa McIntyre, two highly credentialed and experienced directors who bring a wealth of experience across the financial services, technology and health sectors.

We continue to address our environmental, social and governance commitments, including preparing for new sustainability reporting requirements next year. In FY25 we achieved the target for net zero emissions for our Scope 1 and 2 operations that we set in FY21. Given the changes in our business since this target was set, we have now developed an updated baseline for greenhouse gas emissions and are reassessing our targets and pathway to account for this.

The 2025 financial year was another successful year for Medibank. I extend my sincere thanks to my fellow directors for their contribution during the year, and on behalf of the Board, acknowledge the leadership of David Koczkar and the executive team. Most importantly, I thank the entire Medibank team for their steadfast commitment to our shared purpose of Better Health for Better Lives.



"The Board continued to play an active role in the oversight of the Medibank Group."



We are delivering where it counts most for our customers – improving value, supporting more of their health needs and driving the health transition our country needs.

Over the past few years, we have invested in our people, our products and services and continued to strengthen our foundations. And we are seeing the results of this, in the growth of our business and the progress we have made towards our vision to deliver the best health and wellbeing for Australia.

We have made substantial changes to the way we work to make a greater impact for our customers and patients. Through our work. Reinvented program we have focused on empowering our people with greater autonomy and flexibility to support better decisions and our people remain highly engaged and energised by the contributions they are making. While still a work in progress, our teams have reshaped their work as they look to create points of difference in both big and small ways.

We've delivered more choice, more value and more health support to our customers, further setting ourselves apart from our competitors.

We made a commitment this year to be a leader in mental health, announcing our investment of \$50 million over the next 5 years to improve access, innovation and prevention for our customers and the community. With demand for our 24/7 support service almost tripling over the past year, we know the need for accessible care has never been greater. We've started with launching a national awareness campaign to prompt meaningful conversations – The Family Roast, increasing the benefits we pay for psychology consultations and being the first to fund a world-leading psychotherapy program for eligible customers – with much more ahead.

More than half of Medibank policyholders are engaging with our health and wellbeing services – whether that be enrolling in one of our prevention programs, receiving homecare after surgery, having a virtual psychology consultation in the comfort of their home or taking part in a Live Better health challenge.

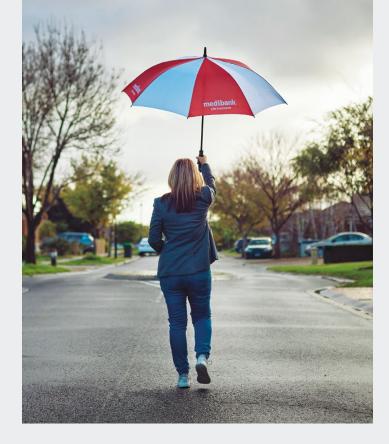
While there has been some recent cost-of-living relief, we know these pressures remain top-of-mind for many households. We've made everyday wellbeing more manageable for our customers.

Last month we announced our final COVID cash give back to customers would increase to \$228 million, honouring our promise not to profit from COVID. Our total COVID financial support will stand at \$1.71 billion – the largest of any health insurer in Australia.

Our Members' Choice Advantage and no gap networks have saved our customers more than \$28 million in out-of-pocket costs while Live Better rewards members earned almost \$33 million in rewards points this year.

And we're delivering care where and how our customers want it to be. We doubled enrolments in our prevention programs and expanded our primary care and virtual health services, while collaborating with our health partners to deliver more personalised models of care like short stay, virtual and homecare that reflect the changes people want in healthcare.

Through our Amplar Health network, we are delivering local care at scale nationally, providing a growing range of health services for the community in the public sector as well as for our health insurance customers.



"We have invested in our people, our products and services and continued to strengthen our foundations. And we are seeing the results of this"



This year we partnered in the launch of Australia's first no gap private hospital, delivered an out-of-hospital transition care service at a hotel for SA Health and expanded our iMH mental health partnership to Brisbane. And in July 2025 we began piloting a new virtual nursing model in residential aged care, on behalf of the Australian Government.

In doing this we are accelerating the health transition in Australia that our system desperately needs to ensure it remains affordable and accessible for everyone. This year alone, Amplar Health's homecare programs saved around 177,000 hospital bed days - the equivalent of nearly 3 private hospitals' bed days. We have also continued to support private hospitals through this transition, doubling our investment in hospital partnerships to \$36.6 million this year to fund strategic initiatives to support reform and innovation, in addition to providing \$87 million in one-off support in recent years.

We are a leading health company and we take our role seriously to support the needs of our customers and the community, now and into the future. Our focus is clear making healthcare more accessible, more affordable and more personalised. And it is what continues to inspire us for the work that lies ahead.

I'd like to thank Mike Wilkins and the Board for their support this year and express my gratitude to our amazing team. Their dedication to our purpose and determination to shape the future of health enables us to keep building a stronger, more sustainable health system for Australia. Together, we're not just adapting to change - we're driving it. And that's something we can all be proud of.

# How to participate in the AGM

The Medibank AGM will be held at The Edge Auditorium, Federation Square, corner Swanston Street and Flinders Street, Melbourne VIC 3000 on Wednesday 19 November 2025 at 10.00am (Melbourne time).

There are a number of ways to participate in the AGM:

• In-person: Shareholders and proxyholders may attend the meeting in person. Registration will open at 9.00am (Melbourne time), one hour before the meeting commences. You will find it easier if you bring with you a shareholder document

showing your holder number (such as a holding statement or proxy form).

• Online: Shareholders and proxyholders may participate in the AGM online on the Lumi platform, where you will be able to view the livestream of proceedings, ask questions and vote. Shareholders will need their shareholder number (SRN/HIN) to be able to log into the Lumi platform. The meeting ID will be 300-019-541-576. Further details are available below.

 Livestream: Shareholders and non-shareholders can also watch the meeting live via livestream on the Medibank website but will not be able to ask questions or vote using this facility.

The online portal for the AGM will go live on the Lumi platform at 9.00am (Melbourne time) on Wednesday 19 November 2025.

A recording of the meeting will be available on Medibank's website shortly after the conclusion of the meeting, together with the presentations and voting results.

# How to participate live online Register

Registration will open at 9.00am (Melbourne time), one hour before the meeting commences.

Shareholders and proxyholders can register for the meeting by logging in with a username and password, as set out below.

For shareholders, your username is your SRN/HIN. Your password is:

- For Australian shareholders, the postcode registered on your holding.
- For overseas shareholders, your 'country code', which can be found via a link within the login help section.

Proxyholders will need to contact Computershare Investor Services Pty Limited (Computershare) on +61 3 9415 4024 during the one hour registration period before the meeting commences to obtain a username and password. Information for shareholders on how to nominate a proxy is set out in the 'Additional information for shareholders' section on page 10 of this Notice of Meeting.

## Login

Meeting ID: 300-019-541-576 Shareholders can watch and participate in the AGM virtually via the Lumi platform by using their computer or mobile device.

You will need the meeting ID, your username and password to login. Enter the following URL in your browser (the latest version of Chrome, Safari, Edge or Firefox): meetings.lumiconnect.com/and enter the meeting ID, your username and password.

Non-shareholders may view the AGM via the webcast, which will be available at <a href="https://www.medibank.com.au/about/investor-centre/annual-general-meeting/">https://www.medibank.com.au/about/investor-centre/annual-general-meeting/</a>.

#### Vote online

Once polls are open, shareholders and proxyholders can vote through the Lumi platform by clicking on the voting icon.

Proxy votes can also be lodged online ahead of the meeting at investorvote.com.au. For more information on lodging a proxy vote ahead of the meeting, see page 11 of this Notice of Meeting.

# Ask a question online

In writing: Shareholders and proxyholders can submit written questions by clicking on the messaging icon, typing their question and selecting the 'send' icon.

Verbally: Shareholders and proxyholders can request to ask questions verbally by clicking the link 'Request to speak' and following the prompts to join the queue.

More information about asking questions is set out in the 'Additional information for shareholders' section on page 10 of this Notice of Meeting and will be available during the meeting on the Lumi platform.

#### **More information**

For more information on attendance and participation online, see the Virtual Meeting Guide on pages 18 to 20 of this Notice of Meeting.

# **Medibank Private Limited Notice of Annual General Meeting 2025**

Medibank's AGM will be held at The Edge Auditorium, Federation Square, corner Swanston Street and Flinders Street, Melbourne VIC 3000 on Wednesday 19 November 2025 at 10.00am (Melbourne time). Shareholders may attend in person or online (via the online platform at meetings.lumiconnect.com/300-019-541-576. Registration (in-person and online) will commence at 9.00am (Melbourne time).

#### **Business**

# 1. Receipt of financial statements and reports

To consider the financial report for the year ended 30 June 2025, together with the directors' report and auditor's report as set out in the Annual Report 2025.

- 2. Re-election of Kathryn Fagg AC as a director
- 3. Re-election of Peter Everingham as a director
- 4. Election of Dr Lisa McIntyre as a director
- 5. Election of Jacqueline Hey as a director

## 6. Adoption of the remuneration report

To adopt the remuneration report (which forms part of the directors' report) for the year ended 30 June 2025.

Voting restrictions apply to this resolution (see page 11).

### 7. Grant of performance rights to the Chief **Executive Officer**

To approve the grant of performance rights to David Koczkar (being Medibank's Chief Executive Officer) to be issued in accordance with Medibank's 2026 long-term incentive plan as described in the explanatory notes.

Voting restrictions apply to this resolution (see page 11).

By order of the Board

Mei Ramsay Company Secretary

19 September 2025

#### Additional information for shareholders

#### **Shareholder questions**

#### Before the meeting

If you are entitled to vote at the meeting, you may submit written questions relevant to the business of the meeting in advance. Questions may also be submitted for the external auditor about the auditor's report or the conduct of the audit.

Questions may be lodged as part of the online proxy process. Alternatively, you may send written questions to Medibank's share registry at the address set out on the proxy form or email your questions to company.secretary@medibank.com.au.

Please ensure that your written questions are received no later than 5.00pm (Melbourne time) on Wednesday 12 November 2025.

#### During the meeting

At the meeting, shareholders and proxyholders will be provided with a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of Medibank, or the Medibank Group generally. Medibank's auditor will attend the meeting and there will also be an opportunity for shareholders to ask questions that are relevant to the audit.

If you are a shareholder or proxyholder and:

- are attending in person, you will be able to ask questions during the meeting in accordance with the process explained by the Chair at the meeting; or
- are attending online, you may submit your questions and comments during the meeting via the Lumi platform.
   More information on how to ask questions online can be found on page 8 of this Notice of Meeting and in the Virtual Meeting Guide on pages 18 to 20.

The Chair will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the meeting. Please note that it may not be possible to respond to all questions.

## **Entitlement to vote**

For the purpose of voting at the meeting, the directors have determined that shareholders will be taken to be those persons who are registered as holding shares in Medibank at 7.00pm (Melbourne time) on Monday 17 November 2025.

### How to vote

All resolutions at the meeting will be determined by way of a poll.

The Chair will open the poll at the beginning of the meeting and the poll will remain open until the close of the meeting.

#### Online

Shareholders and proxyholders may vote live online during the meeting using the Lumi platform (accessible on a web browser on a computer or mobile device).

#### In person

Shareholders and proxyholders may vote by attending the meeting and casting their votes in person in accordance with the procedures detailed by the Chair at the meeting.

#### Voting by proxy

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or attorney to attend and vote on behalf of the shareholder. A proxy or attorney need not be a shareholder of Medibank and may be an individual or a body corporate (and any body corporate so appointed may then appoint an individual to exercise its powers at the meeting).

If a shareholder appoints a proxy other than the Chair of the meeting and the proxy intends to attend online, the appointed proxy will need to contact Computershare to obtain a username and password to attend and vote online.

A shareholder who is entitled to cast two or more votes may appoint two proxies or attorneys and may specify the proportion or number of votes that each proxy or attorney may exercise. If no proportion or number is specified, each proxy or attorney may exercise half of the shareholder's votes. If you wish to appoint two proxies, please follow the instructions on the proxy form.

Shareholders can direct their proxy how to vote. If a shareholder appoints the Chair of the meeting as proxy and does not direct the Chair how to vote, then the Chair (unless restricted from voting on the resolution) will vote FOR each resolution.

# How to vote by proxy

Shareholders should consider directing their proxy as to how to vote on each resolution by marking one of the 'For', 'Against' or 'Abstain' box when completing their proxy form.

Under the Corporations Act 2001, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution, and:

- if the proxy is not the Chair of the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chair of the meeting, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chair of the meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chair of the meeting as their proxy.

This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution; and
- · the appointed proxy is not the Chair of the meeting; and
- either of the following applies:
  - the proxy is not recorded as attending the AGM; or
  - the proxy attends the AGM but does not vote on the resolution.

## Lodging your proxy form

To be valid, proxy forms must be lodged electronically or be received by Medibank's share registry, Computershare, no later than 10.00am (Melbourne time) on Monday 17 November 2025 (proxy deadline).

Proxy forms may be submitted:

- online at <u>investorvote.com.au</u>. To use this facility, please follow the link in your email inviting you to the AGM, or the instructions on your proxy form;
- by post to GPO Box 242, Melbourne Victoria 3001.
   Please allow sufficient time for the form to reach Computershare by the proxy deadline;
- by facsimile to Computershare on 1800 783 447 (from within Australia) or +61 3 9473 2555 (from overseas); or
- by hand delivery to Computershare, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria.

#### Corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the meeting may do so by providing that person with:

- a properly executed letter, certificate, form, or other document, such as an 'Appointment of Corporate Representative' confirming that they are authorised to act as the corporate shareholder's representative. A form may be obtained from <a href="www-au.computershare.com/Investor/">www-au.computershare.com/Investor/</a> under the tab 'Printable Forms'; or
- a copy of the resolution appointing the representative, certified by a director or secretary of the corporate shareholder. A copy of the signed document must be produced, if attending in person, prior to admission to the meeting or, if attending online, prior to commencement of the meeting by post or hand delivery to the addresses shown in the 'Lodging your proxy form' section, unless the document has been previously lodged with Computershare.

#### Power of attorney

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy) must be received by Computershare by the proxy deadline, unless the document has been previously lodged with Computershare. Powers of attorney may be submitted by post to the address shown in the 'Lodging your proxy form' section.

# **Voting restrictions**

Item 6 - Adoption of the remuneration report
Medibank will disregard any votes cast on this resolution:

- by or on behalf of a member of Medibank's key management personnel (KMP) whose remuneration is disclosed in the remuneration report (and their closely related parties, including spouses, dependents and certain other close family members, as well as any companies controlled by the KMP) in any capacity; and
- as proxy by a person who is a member of the KMP at the date of the meeting (and their closely related parties),

unless the vote is cast as proxy for a person entitled to vote on this resolution:

- in accordance with a direction as to how to vote provided by that person; or
- by the Chair of the meeting and the Chair has received express authority from that person to vote undirected proxies as the Chair sees fit even though this resolution is connected with the remuneration of the KMP.

The Chair of the meeting intends to vote undirected proxies FOR this resolution.

# Item 7 – Grant of performance rights to the Chief Executive Officer

Medibank will disregard any votes cast:

- in favour of this resolution by or on behalf of the Chief Executive Officer or any of his associates, in any capacity; and
- on this resolution as a proxy by a person who is a member of the KMP at the date of the meeting or their closely related parties,

unless the vote is cast:

- as a proxy or attorney for a person entitled to vote on this resolution in accordance with a direction as to how to vote provided by that person; or
- as a proxy for a person entitled to vote on this resolution by the Chair of the meeting, and the Chair has received express authority from that person to vote undirected proxies as the Chair sees fit even though this resolution is connected with the remuneration of KMP; or
- in favour of this resolution by a shareholder as a nominee, trustee or custodian (or other fiduciary) for a person entitled to vote on this resolution, in accordance with a direction as to how to vote given by that person, provided that person gives written confirmation to the shareholder that they are not excluded from voting on the resolution and are not an associate of a person excluded from voting on this resolution.

The Chair of the meeting intends to vote undirected proxies FOR this resolution.

#### Note

The voting restrictions for resolutions 6 and 7 mean that if you appoint a KMP (such as a director) as your proxy, it is important that you direct them on how to vote by ticking one of the 'For', 'Against' or 'Abstain' boxes on your proxy form in respect of each resolution. This is because, in certain circumstances, a KMP is prohibited from voting undirected proxies on resolutions 6 and 7.

If the Chair of the meeting is your proxy or is appointed as your proxy by default, and you do not direct your proxy to vote 'For', 'Against' or 'Abstain' on resolutions 6 and 7, then by submitting your proxy form you expressly authorise the Chair to exercise the proxy as they decide even though those resolutions are connected directly or indirectly with the remuneration of one or more members of the KMP.

# **Explanatory notes**

#### Item 1

# Receipt of financial statements and reports

Medibank's financial statements and reports for the year ended 30 June 2025 are set out on pages 72 to 119 of its Annual Report 2025. The Annual Report is available at medibank.com.au/about/investor-centre/results-reports/.

The Corporations Act 2001 requires that the financial report, directors' report, and auditor's report of Medibank and the consolidated entity be placed before the meeting. There is no requirement for shareholders to vote on these reports.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about and make comments on the financial statements and reports and on the management of Medibank. During discussion on this item, the external auditor will be present and will answer relevant questions.

# Item 2 Re-election of Kathryn Fagg AC as a director

Kathryn Fagg retires in accordance with article 11.3(b)(iii) of the Medibank Constitution and, being eligible, offers herself for re-election.



Kathryn Fagg AC
Independent non-executive director
FTSE, BE (Hons), MCom (Hons), Hon DBus, Hon.
DChemEng, FAICD
Age: 64

Kathryn was appointed a director in March 2022. She is a member of the Audit Committee and the People and Remuneration Committee.

Kathryn is a highly respected director and Chair with significant, wide-ranging senior commercial and operational experience. Kathryn is currently Chair of Watertrust Australia Ltd, Breast Cancer Network Australia and a director of National Australia Bank (since Dec 2019), Djerriwarrh Investments Ltd (since May 2014), The Myer Foundation, Grattan Institute and the Champions of Change Coalition.

Kathryn was previously Chair and director of CSIRO, Chair and director of Boral Limited, Chair of Parks Victoria and Melbourne Recital Centre, President of Chief Executive Women, director of Incitec Pivot Limited, Board Member of Reserve Bank of Australia and Australian Centre for Innovation.

#### Recommendation

The Board considers Kathryn Fagg to be an independent director.

On the basis of Kathryn Fagg's skills, qualifications, experience, tenure and her contributions to the activities of the Board and the Committees on which she serves, the Board (other than Kathryn Fagg) unanimously recommends that shareholders vote FOR this resolution.

# Item 3 Re-election of Peter Everingham as a director

Peter Everingham retires in accordance with article 11.3(b) (iii) of the Medibank Constitution and, being eligible, offers himself for re-election.



Peter Everingham
Independent non-executive director
BEc, MBA, GAICD
Age: 56

Peter was appointed a director in March 2022. He is a member of the Investment and Capital Committee and the People and Remuneration Committee.

Peter has over 25 years of corporate experience and is highly respected in the digital sector, having held senior executive roles in that sector for 18 years. His senior leadership experience includes key roles at companies with a strong consumer and technology focus.

Peter is currently a director of Super Retail Group Limited (since Dec 2017) and a governor of WWF Australia. He was previously a director of iCar Asia Limited, Managing Director international division (and concurrently Chair of Seek's subsidiary, Zhaopin) Seek Limited, director of ME Bank, IDP Education Ltd and a senior executive of Yahoo! Australia and Southeast Asia.

#### Recommendation

The Board considers Peter Everingham to be an independent director.

On the basis of Peter Everingham's skills, qualifications, experience, tenure and his contributions to the activities of the Board and the Committees on which he serves, the Board (other than Peter Everingham) unanimously recommends that shareholders vote FOR this resolution.

# Item 4 Election of Dr Lisa McIntyre as a director

In accordance with article 11.5 of the Medibank Constitution, Lisa McIntyre, being eligible, offers herself for election.



Dr Lisa McIntyre BSc (Hons), PhD Age: 59

Lisa is an experienced company director with a broad portfolio that spans the health, insurance, technology and e-learning sectors. Lisa's executive experience is primarily in strategy. She spent 20 years as a Senior Partner at L.E.K. Consulting, in its health and biotechnology practices in the United States of America and Australia.

Lisa is currently a director of Fisher & Paykel Healthcare Corporation Ltd, Studiosity Pty Ltd, Baymatob Pty Ltd and the University of Sydney. Lisa will be retiring as a director of Nanosonics Ltd in November 2025, where she has served on the board since November 2019.

Lisa has also served on the boards of HCF Group, I-MED, GenesisCare and the Garvan Institute of Medical Research.

In recommending Lisa for election as a director, the Board undertook appropriate checks into her background, skills and experience. Details of these checks are set out on page 3 of the Corporate Governance Statement 2025, which is available at medibank.com.au/about/company/ governance.

# Recommendation

The Board considers that, if elected, Lisa McIntyre will be an independent director.

On the basis of Lisa McIntyre's skills, qualifications and experience, the Board unanimously recommends that shareholders vote FOR this resolution.

# Item 5 Election of Jacqueline Hey as a director

In accordance with article 11.5 of the Medibank Constitution, Jacqueline Hey, being eligible, offers herself for election.



Jacqueline Hey BCom, Grad Cert (Mgmt), **GAICD** Age: 59

Jacquie is an experienced non-executive director with extensive experience in consumer businesses and the financial services and technology sectors. Jacquie's prior professional experience includes more than 20 years with IT and telecommunications company Ericsson where she held multiple senior positions globally and in Australia.

Jacquie is currently a non-executive director of OFX Group Ltd (since May 2024) and Commonwealth Superannuation Corporation. She served as Chair (Oct 2019 to Oct 2023) and director (Jul 2011 to Oct 2023) of Bendigo and Adelaide Bank Ltd and a director of Qantas Airways Ltd (Aug 2013 to Feb 2024).

Jacquie has also served as director for AGL Energy Ltd, Australian Foundation Investment Company, Melbourne Business School, Special Broadcasting Service (SBS), Cricket Australia, Brighton Grammar School and the Foundation for Positive Masculinity. She was also formerly the Victorian Honorary Consul of Sweden.

In recommending Jacquie for election as a director, the Board undertook appropriate checks into her background, skills and experience. Details of these checks are set out on page 3 of the Corporate Governance Statement 2025.

#### Recommendation

The Board considers that, if elected, Jacqueline Hey will be an independent director.

On the basis of Jacqueline Hey's skills, qualifications and experience, the Board unanimously recommends that shareholders vote FOR this resolution.

#### Item 6

### Adoption of the remuneration report

Medibank's remuneration report for the year ended 30 June 2025 is set out on pages 50 to 71 of the Annual Report 2025.

The remuneration report contains information about Medibank's remuneration policy and the remuneration of non-executive directors, the Chief Executive Officer and other KMP for the financial year ended 30 June 2025.

At the meeting, the Chair will give shareholders a reasonable opportunity to ask questions about and make comments on the remuneration report.

The vote on this resolution is advisory only and does not bind Medibank or its directors. However, the Board will actively consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing Medibank's future remuneration policies and practices.

#### Recommendation

The Board recommends that shareholders vote FOR this resolution.

# Item 7

# Grant of performance rights to the Chief Executive Officer

Shareholder approval is being sought to grant performance rights to the Chief Executive Officer, David Koczkar, under Medibank's long-term incentive (LTI) plan. Medibank uses LTI to reward executives for delivering sustainable business performance over the long term.

# Key terms

The key terms of the grant of performance rights proposed to be made to David Koczkar are set out below.

Number	David Koczkar's proposed 2026 LTI award is 592,466 performance rights (LTI performance rights).
allocated	These LTI performance rights have a face value of \$2,926,788 (being 175% of his total fixed remuneration for the 2026 financial year). The number of LTI performance rights proposed to be granted has been determined using the volume weighted average price of Medibank shares on the ASX during the ten trading days up to and including 30 June 2025 (being \$4.94).
Date of grant	If shareholders approve the grant of LTI performance rights, those performance rights will be granted to David Koczkar within 12 months of the AGM.
Issue/exercise price	As the LTI performance rights form part of David Koczkar's variable remuneration, no amount is payable by him on the granting or exercise of the LTI performance rights.
Performance period, vesting and exercise	Each LTI performance right proposed to be granted to David Koczkar will give him the right to receiv one fully paid ordinary share in Medibank (Medibank Share) subject to the LTI performance right vesting following satisfaction of the vesting conditions described below at the end of a three-year performance period beginning on 1 July 2025 and ending on 30 June 2028 (performance period). Any LTI performance rights that vest will be subject to a pre-exercise holding period of up to three years (holding period). Vested LTI performance rights will be automatically exercised in accordance with the following schedule:
	<ul> <li>1/3 of the vested LTI performance rights will be automatically exercised on, or as soon as practicable after, the Automatic Exercise Date immediately following the 4th anniversary of the performance period start date;</li> </ul>
	<ul> <li>1/3 of the vested LTI performance rights will be automatically exercised on, or as soon as practicable after, the Automatic Exercise Date immediately following the 5th anniversary of the performance period start date; and</li> </ul>
	<ul> <li>1/3 of the vested LTI performance rights will be automatically exercised on, or as soon as practicable after, the Automatic Exercise Date immediately following the 6th anniversary of the performance period start date,</li> </ul>
	(or at a later date in a manner determined by the Board in its absolute discretion).
	Automatic Exercise Date means the later of:
	<ul> <li>the determination by the Board of the application (if any) of malus and/or clawback to the relevan tranche of vested LTI performance rights under Medibank's Malus and Clawback Policy; and</li> </ul>
	<ul> <li>the business day on which David Koczkar can first deal with Medibank Shares under Medibank's share trading policy following the relevant anniversary of the performance period start date.</li> </ul>
	No value will be received if the vesting conditions are not met or the LTI performance rights are not exercised or otherwise lapse.
	Vested LTI performance rights remain subject to malus and clawback provisions (as outlined below) during the holding period.
	Any Medibank Shares provided to David Koczkar on exercise of a vested performance right must be purchased on-market.
Dividends	No dividends are paid on LTI performance rights. However, for LTI performance rights that are exercised, on the exercise date David Koczkar will be entitled to receive additional Medibank Shares equal in value (as determined by the Board) to the dividends that would have been paid during the period between the vesting date and the exercise date on Medibank Shares equal in number to the LTI performance rights being exercised.

#### No retesting

The LTI vesting conditions are only tested once following the end of the performance period. Any LTI performance rights that remain unvested following the end of the performance period will lapse immediately.

# Vesting conditions

Each year, the Board reviews performance hurdles and vesting conditions in the context of Medibank's operating environment. The Board is committed to setting targets which are appropriately challenging for management to meet while not being unattainable and which ultimately support the delivery of strong results for our shareholders.

The LTI performance rights proposed to be granted will be subject to the following vesting conditions over the performance period:

Vesting conditions	
Earnings per share (EPS) compound annual growth rate (CAGR) (EPS performance rights)	
Total shareholder return (TSR) (TSR performance rights)	
Private health insurance (PHI) market share growth (market share performance rights)	
Brand sentiment (brand sentiment performance rights)	

#### EPS performance rights

The Board approved increasing both ends of the EPS CAGR vesting range. The lower end of the vesting range has been increased to 4%, at which point 50% of the EPS performance rights will vest. The EPS CAGR result required for 100% vesting has been increased to 8%. Details of the vesting schedule are set out below:

Medibank's EPS CAGR over the performance period	Percentage of EPS performance rights that vest
Less than 4% EPS CAGR	Nil
Between 4% and 8% (incl.) EPS CAGR	Straight line pro-rata vesting between 50% and 100%
Above 8% EPS CAGR	100%

#### TSR performance rights

Medibank's TSR will be compared with a comparator group comprising companies with a market capitalisation positioned within the ASX 11 – 100, excluding mining and energy companies. The percentage of TSR performance rights that vest will be based on Medibank's TSR ranking over the performance period, as set out in the vesting schedule below, which is unchanged from prior offers:

Medibank's TSR rank in the comparator group	Percentage of TSR performance rights that vest
Less than 50th percentile	Nil
Between 50th and 75th (incl.) percentile	Straight line pro-rata vesting between 50% and 100%
Above 75th percentile	100%

# Market share performance rights

The Board reduced both ends of the PHI market share growth vesting range. The lower end of the vesting range has been decreased to 10 basis points of growth, at which point 50% of the market share performance rights will vest. The PHI market share growth result required for 100% vesting has been reduced to 60 basis points. Details of the vesting schedule are set out below:

Medibank's PHI market share growth	Percentage of market share performance rights that vest	
Less than 10 basis points	Nil	
	Straight line pro-rata vesting between	
Between 10 and 60 (incl.) basis points	50% and 100%	
Above 60 basis points	100%	

# Vesting conditions (cont'd)

#### Brand sentiment performance rights

The Board approved increasing both ends of the brand sentiment vesting range. Brand sentiment, which is measured by Medibank's average monthly Customer Net Promoter Score (cNPS) over the performance period is a key customer advocacy metric that measures the likelihood of people recommending Medibank or ahm to their families and friends. The lower end of the vesting range has been increased to 12, at which point 50% of the brand sentiment performance rights will vest. The brand sentiment result required for 100% vesting has been increased to 18. Details of the vesting schedule are set out below:

Medibank's brand sentiment (cNPS)	Percentage of brand sentiment performance rights that vest	
Less than 12	Nil	
Between 12 and 18 (incl.)	Straight line pro-rata vesting between 50% and 100%	
Above 18	100%	

# Cessation of employment

If David Koczkar ceases employment with Medibank before his LTI performance rights have vested and is a 'good leaver', the LTI performance rights held by him on cessation of employment will be forfeited on a pro-rata basis according to a formula that takes into account the length of time that he has held the LTI performance rights relative to the performance period for the grant. The remaining LTI performance rights will remain unvested and subject to the original vesting conditions and holding periods.

If David Koczkar's employment is terminated for other reasons (such as resignation, misconduct, fraud or unsatisfactory performance) then the unvested LTI performance rights held by him will lapse immediately on cessation of employment.

If David Koczkar's employment ceases for any reason, his vested LTI performance rights will remain subject to the original holding period (and the malus and clawback provisions outlined below).

# Treatment of unvested performance rights in certain circumstances

In the following circumstances, the Board may allow the vesting of any unvested performance rights that have not lapsed:

- a takeover bid is made to the holders of Medibank Shares, where the bidder obtains a relevant interest in more than 50% of Medibank Shares and the takeover bid becomes or is declared unconditional;
- a statement is lodged with the ASX to the effect that a person has become entitled to not less than 50% of Medibank Shares (other than as a result of an allotment approved by the Board);
- the Court sanctions a compromise or arrangement for the purpose of or in connection with a scheme for the reconstruction of Medibank or its amalgamation with any other companies under Part 5.1 of the *Corporations Act 2001*;
- · Medibank passes a resolution for voluntary winding up; or
- an order is made for the compulsory winding up of Medibank.

Unless the Board determines otherwise, performance rights that have vested, including those that vest in the circumstances outlined above, will be automatically exercised.

### Malus and Clawback

Medibank has a Malus and Clawback Policy that provides discretion to the Board to reduce, cancel, or recover (clawback) any performance-based awards made to employees in certain circumstances (clawback event), subject to applicable laws, including the following:

- misconduct leading to significant adverse outcomes;
- a significant failure of financial or non-financial risk management;
- a significant failure or breach of accountability, fitness and propriety, or compliance obligations;
- a significant error or a significant misstatement of criteria on which the performance-based awards determination was based;
- a failure to comply with any accountability obligation in accordance with the Financial Accountability Regime Act 2023; and
- a material misstatement of the Medibank Group's financial statements.

The Malus and Clawback Policy also provides that if a clawback event has occurred the Board may, in its absolute discretion, withhold an employee's performance-based payments, require the repayment of all, or part of, previous performance-based awards, or otherwise alter an employee's variable remuneration subject to applicable laws.

Under the LTI plan, any shares required, following the exercise of vested performance rights granted to David Koczkar, must be purchased on market. Medibank is therefore not required to seek shareholder approval for the proposed grant. However, in the interests of transparency and good governance, Medibank considers it is appropriate to do so.

If shareholder approval of the grant of performance rights to David Koczkar under Medibank's LTI plan is not obtained, he will receive a cash payment in lieu of those performance rights. The cash payment would be subject to the same vesting and exercise conditions outlined on pages 14 to 17 of this Notice of Meeting.

#### Additional disclosure

David Koczkar's total target remuneration for the 2026 financial year comprises:

- Total fixed remuneration (TFR) of \$1,672,450;
- A short-term incentive (STI) target opportunity of 100% of TFR (maximum opportunity of 150% of TFR); and
- A long-term incentive (LTI) opportunity of 175% of TFR.

Full details of David Koczkar's remuneration arrangements are set out in Medibank's remuneration report for the year ended 30 June 2025.

At Medibank's 2024 annual general meeting, shareholder approval was obtained for the grant of 758,130 performance rights to David Koczkar under the LTI plan, and these performance rights were granted on 9 December 2024.

No amount is payable by David Koczkar for the LTI performance rights.

David Koczkar is the only director eligible to participate in Medibank's LTI plan.

No loan has been or will be made to David Koczkar by Medibank in relation to the LTI performance rights.

#### Recommendation

The Board (other than David Koczkar) recommends that shareholders vote FOR this resolution.



# Attending the meeting online

Those attending online will be able to view a live webcast of the meeting. Shareholders and proxyholders can ask questions and submit votes in real time.

To participate online, visit <a href="https://meetings.lumiconnect.com/300-019-541-576">https://meetings.lumiconnect.com/300-019-541-576</a> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To  $\log$  in, you must have the following information:

Meeting ID: 300-019-541-576

# Australian residents Overseas residents

Username (SRN or HIN)\* (SRN or HIN)

Password Password

(postcode of your Three letter country code. registered address)
e.g. New Zealand – NZL;
United Kingdom – GBR;

United States of America - USA;

Canada - CAN.

\*Your SRN/HIN can be located on your proxy form

# **Appointed Proxies**

To receive your unique username and password, please contact Computershare on +61 3 9415 4024, during the online registration period which will open 1 hour before the start of the meeting.

#### **Guests**

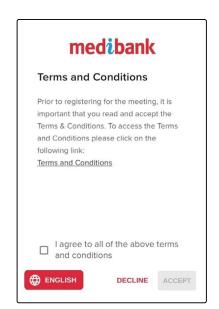
To register as a guest, you will need to enter your name and email address.

# Participating at the meeting

To participate in the meeting, you will be required to enter the unique 12-digit Meeting ID as provided above.



To proceed into the meeting, you will need to read and accept the Terms and Conditions.



Select the relevant log in option to represent yourself in the meeting. Note that only shareholders and proxies can vote and ask questions in the meeting.

To register as a shareholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.

medibank

Having trouble logging in?... v

To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.





To register as a guest, select 'Guest' and enter your name and email address.







Once logged in, you will see the home page, which displays the meeting title and instructions.



On a desktop/laptop device the webcast will appear automatically on the right.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.

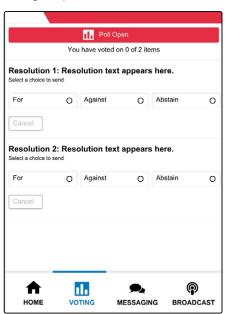


For shareholders and appointed proxies only.

When the Chair declares the poll open:

- A voting icon will appear on screen and the meeting resolutions will be displayed
- To vote, select one of the voting options. Your response will be highlighted
- To change your vote, simply select a different option to override

There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.

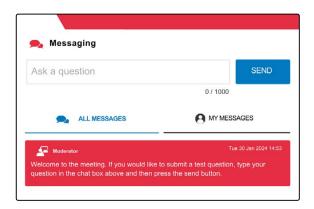


To ask a

For shareholders and appointed proxies only.

To ask a written question click on the messaging icon , type your question in the chat box at the top of the screen and select the send icon ...

Confirmation that your message has been received will appear.



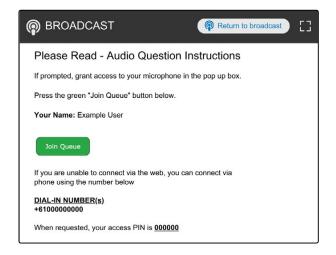


For shareholders and appointed proxies only.

To ask a question verbally:

- Click "Request to speak" at the top right corner of the broadcast window
- · Confirm your details
- Click "Submit Request"
- Follow the instructions on screen to connect

You will hear the meeting while you wait to ask your question.



Icon descriptions



Home tab - displays meeting instructions



Messaging tab - submit written questions or comments

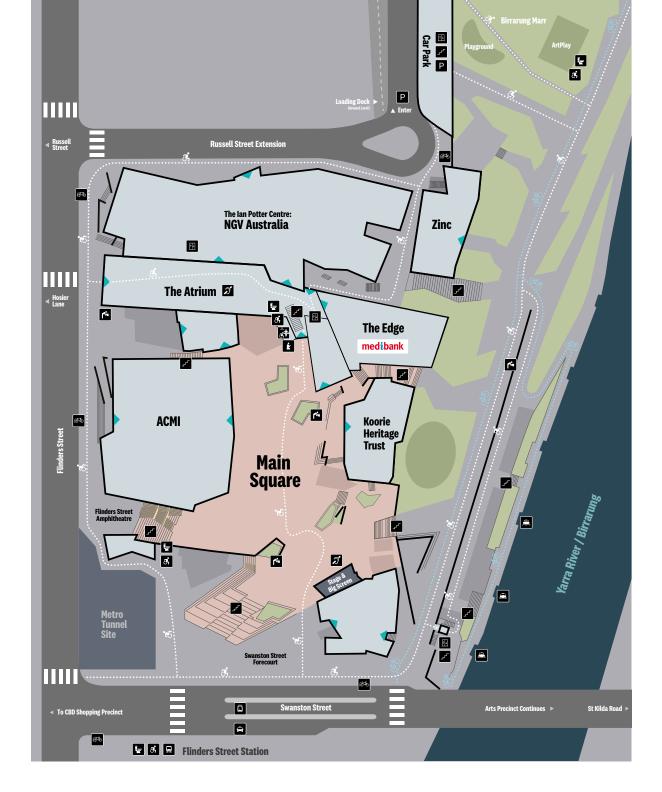


Voting tab - view and select voting options. Only visible once the Chair opens voting



Documents tab - view documents relating to the meeting, if available

Need help? If you require help using this system prior to or during the meeting, please call +61 2 8075 0100 so we can assist you.



# Getting to the annual general meeting



By tram: Catch any of the following trams and exit at the Federation Square stop: routes 1, 3, 5, 6, 16, 64, 67, 72.



By train: Take any train to Flinders Street Station. Federation Square is directly opposite Flinders Street Station.



By taxi or uber: Ask your taxi or Uber driver to drop you off at the Russell Street Extension or the taxi rank across the road on Swanston Street.



By car: Parking is available at the Federation Square Carpark. Entry to the carpark is via the Russell Street Extension or Batman Avenue. Please read the car parking information on the Federation Square website prior to your trip.

Or go to: the Federation Square website for further information: http://fedsquare.com/getting-here



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