



truscreen
a world without
cervical cancer

1 August 2022

Annual Meeting

Dear fellow Shareholder,

I am pleased to invite shareholders to the 2021 Annual Meeting (AM) of TruScreen Group Limited, scheduled for 6 September 2022.

The details of the Annual Meeting are as follows:

To be held in the Boardroom of Link Market Services, Level 30 PWC Tower 15 Customs Street West Auckland and online at <https://www.virtualmeeting.co.nz/tru22>

Shareholders attending and participating in the Annual Meeting in person or virtually via the online platform will be able to vote and ask questions during the meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual General Meeting Online Portal Guide available at

<https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

Date: 6 September 2022

Time; 11.00am Auckland, New Zealand time.

Accompanying this letter is a Notice of the Annual Meeting and a Proxy Form which must be lodged at least 48 hours before the meeting.

Please note that this meeting is restricted to registered shareholders and/or proxy holders.

Yours sincerely,

Anthony Ho
Chairman



truScreen
a world without
cervical cancer

For more information, visit www.truscreen.com or contact:

Juliet Hull

Chief Executive Officer

juliethull@truscreen.com

Guy Robertson

Chief Financial Officer

guyrobertson@truscreen.com

About TruScreen:

TruScreen cervical cancer screening device offers the latest technology in cervical screening, providing real-time, accurate detection of precancerous and cancerous cervical cells to help improve the health and well-being of women around the world.

TruScreen's real-time cervical cancer technology utilises a digital wand which is placed on the surface of the cervix to measure electrical and optical signals from the surrounding tissues. A sophisticated proprietary algorithm framework is utilised to detect pre-cancerous change, or cervical intra-epithelial neoplasia (CIN), by optical and electrical measurement of cervical tissue.

TruScreen offers an alternative approach to cervical screening, resolving many of the ongoing issues with conventional Pap tests, including failed samples, poor patient follow-up, patient discomfort and the need for supporting laboratory infrastructure. As such, TruScreen's target market is low and middle-income countries where no large-scale cervical cancer screening programs and infrastructure are in place, such as China, Mexico, Africa, Russia and India. TruScreen's cervical cancer screening device is CE-marked and certified for use throughout Europe and CFDA approved for sale in China. The global market potential for TruScreen is significant.

For personal use only



TRUSCREEN GROUP LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

- TIME:** 11:00am
- DATE:** Tuesday 6 September 2022
- PLACE:** Link Market Services Level 30 PWC Tower 15 Customs Street
West Auckland and online at www.virtualmeeting.co.nz/tru22

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

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

Persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm on 5 September 2022.



Notice is hereby given that the Annual Meeting of Shareholders of Truscreen Group Limited (the "Company") will be held in the Boardroom of Link Market Services, Level 30, PWC Tower 15 Customs Street West Auckland and online at www.virtualmeeting.co.nz/tru22 on 6 September 2022 at 11.00am, Auckland time.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 31 March 2022.

A presentation will be made by Ms Juliet Hull, acting Chief Executive Officer of Truscreen Group Limited.

To consider and, if thought fit, pass the following ordinary resolutions:

1. REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

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

"That the Board be authorised to fix the remuneration of RSM Hayes Audit Auckland the Company's auditors."

2. RE-ELECTION OF ANTHONY HO AS A DIRECTOR – LISTING RULE 2.2.1(b) - ORDINARY RESOLUTION

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

"That Mr Anthony Ho, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

6. OTHER BUSINESS

By Order of the Board of Directors

Anthony Ho
Chairman



VOTING BY PROXY

All shareholders of the Company entitled to attend and vote at the meeting, may attend the meeting, or are entitled to appoint a proxy to attend and vote on their behalf.

A proxy appointment and vote can be completed online at the Link Market Services Investor Centre at <https://investorcentre.linkmarketservices.co.nz/voting/TRU>. You will require your CSN/Holder Number and Authorisation Code (FIN).

Alternatively, please complete and sign the enclosed Proxy Form and return to the Company's Share Registrar, Link Market Services in accordance with the instructions set out on the Proxy Form accompanying this Notice by 11.00 am on 6 September 2022.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- Shareholders may appoint the Chair as their proxy; and
- the proxy need not be a Shareholder.

Shareholders and their proxies should be aware that

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

Directed proxies means the proxy holder will vote on each resolution as directed by the Shareholder. In the event the Shareholder does not indicate how the proxy holder should vote on each resolution, and the Shareholder appoints the Chair as their proxy, the Chair will vote all resolutions in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

VOTING RESTRICTIONS

There are no voting restrictions.

Explanatory Notes

NZX Listing Rules (“Listing Rules”) and Companies Act (“Act”)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice. The Company is also listed on the ASX as a Foreign Exempt Listing.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution. As required by NZX Listing Rules, all resolutions will be determined by poll.

Nature of Resolutions

The resolutions which are to be considered at the Meeting are all ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS

Whilst the consideration of the Annual Report by shareholders is not strictly required under the Act, the Board considers it good policy to table the Annual Report at the Meeting for consideration by shareholders, and for discussion where appropriate. The Company’s auditors, RSM Hayes Audit will be in attendance to respond to shareholders on the conduct of the audit.

The Company will not provide a hard copy of the Company’s annual financial report to Shareholders unless specifically requested to do so. The Company’s annual financial report is available on its website at www.truscreen.com.

1. RESOLUTION 1 - REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

This resolution authorises the Board to fix the fees and expenses of the auditor.

2. RESOLUTION 2 - RE-ELECTION OF ANTHONY HO AS A DIRECTOR – ORDINARY RESOLUTION

2.1 In terms of the constitution of the Company and the Listing Rules, Mr Anthony Ho is required to retire from his role as a director of the Company at the Annual General Meeting. Mr Anthony Ho is eligible to be re-elected as a director at the Annual General Meeting.

2.2 The qualification and material directorships of Mr Anthony Ho is as outlined below:.

Independent Non-Executive Chairman BCom UNSW, CA, FCIS, FAICD, FGIA

Tony has a Bachelor of Commerce degree from The University of New South Wales, Sydney, and is a member of Chartered Accountants Australia and New Zealand, a Fellow of the Australian Institute of Company Directors, a Fellow of the Institute of Chartered Secretaries and Administrators, and the



Governance Institute of Australia. He has also completed post graduate studies in Marketing at the University of Technology, Sydney, and a past Fellow of the Australian Marketing Institute

Tony holds a number of non-executive directorships with a number of ASX and NZX listed companies. He is currently the Non-Executive Chairman of Bioxyme Limited (ASX:BXN) and Cannasouth Limited (NZX:CBD) and a Non-Executive Director (previously Chairman) of Greenland Minerals Limited (ASX:GGG),

Tony was executive director of Arthur Yates & Co Limited, retiring from that position in April 2002. He was previously a director of Yates New Zealand Limited. Prior to joining commerce, Tony was a partner of Cox Johnston & Co, Chartered Accountants, which has since merged with Ernst & Young.

2.3 The Board is of the view that Mr Anthony Ho qualifies as an “independent director” of the Company (as that term is defined in the Listing Rules).

2.4 The Board (with Mr Ho abstaining) recommends that shareholders vote in favour of this resolution.

SCHEDULE 1 DEFINITIONS

this Notice and Explanatory Statement:

\$ or NZ\$ means New Zealand dollars.

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

ASX means Australian Securities Exchange

Board means the current board of directors of the Company.

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

Chair or Chairperson means the chair of the Meeting.

Company means Truscreen Group Limited

Constitution means the Company's constitution.

Companies Act means the *Companies Act 1993*.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Equity Securities has the meaning giving in the NZX/ASX Listing Rules.

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

NZX means NZX Limited or the financial market operated by NZX Limited, as the context requires.

NZX Listing Rules means the Listing Rules of NZX.

Proxy Form means the proxy form accompanying the Notice.

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

Related Party means as defined in S291A of the New Zealand Companies Act 1993.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.



LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/TRU

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the reply paid envelope or address to :
Link Market Services
PO Box 91976
Auckland 1142

Deliver:

Link Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR TRUSCREEN GROUP LIMITED'S 2022 ANNUAL MEETING

The Annual Meeting of TruScreen Group Limited (TruScreen) will be held in the Boardroom of Link Market Services, Level 30, PwC Tower 15 Customs Street West Auckland and online at www.virtualmeeting.co.nz/tru22 on **Tuesday 6 September 2022 commencing at 11:00am (Auckland time)**.

If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to TruScreen's share registry, Link Market Services, by no later than **11:00am, Sunday 4 September 2022**. You can also appoint your proxy and vote online by going to vote.linkmarketservices.com/TRU or by scanning the QR code above with your smartphone.

Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend online and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chair of the meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you appoint the Chair and you do not indicate how the Chair should vote, the Chair will vote in favour of the resolutions, unless specifically excluded from voting on a resolution.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you expressly appoint the Chair of the Meeting as your proxy and elect to give him discretion on how to vote on a resolution, you acknowledge that he will exercise your vote in favour of resolutions 1 and 2.

Attending the meeting

If you propose to attend the Annual Meeting in person, please bring this Proxy Form to the meeting to assist with your registration. All shareholders must register with Link Market Services prior to entering the meeting room.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than **11:00am on 4 September 2022**.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to vote.linkmarketservices.com/TRU to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of TruScreen Group Limited hereby appoint:

_____ of _____
(full name of proxy) (e-mail address)

Or
_____ of _____
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 11.00am on Tuesday 6 September 2022 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during polling and your votes will not be counted computing the required majority, for that item

ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. That the Board be authorised to fix the remuneration of RSM Hayes Audit Auckland the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr Anthony Ho, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.
