

ASX ANNOUNCEMENT

20 November 2024

Notice of General Meeting and Related Documents

HeraMED Limited (ASX:HMD) ('HeraMED' or the 'Company'), a medical data and technology company leading the digital transformation of maternity care, advises that a General Meeting will be held at 1.00pm (AEDT) on 19 December 2024 at Bio101 Offices, 201/697 Burke Rd, Camberwell VIC 3124.

In accordance with Listing Rule 3.17, attached are the following documents:

- A Letter to Shareholders
- Notice of General Meeting; and
- Proxy Form

-ENDS-

-ENDS-

This announcement has been authorised by the Board of HeraMED Limited.

HeraMED Chairman

Tim Chapman

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HeraMED CEO, MD

Anoushka Gungadin

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CFO & Company Secretary

Cameron Jones

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About HeraMED Limited (ASX:HMD):

HeraMED is an innovative medical data and technology company leading the digital transformation of maternity care by revolutionising the prenatal and postpartum experience with its hybrid maternity care platform. HeraMED offers a proprietary platform that utilises hardware and software to reshape the Doctor/Patient relationship using its clinically validated in-home foetal and maternal heart rate monitor, HeraBEAT, cloud computing, artificial intelligence, and big data. The Company's proprietary offering, HeraCARE, has been engineered to offer a fully integrated maternal health ecosystem designed to deliver better care at a lower cost, ensure expectant mothers are engaged, informed and well-supported, allow healthcare professionals to provide the highest quality care and enable early detection and prevention of potential risks.

20 November 2024

General Meeting - Letter to Shareholders

HeraMED Limited (**ASX:HMD**) ("**HeraMED**" or the "**Company**") advises that a General Meeting will be held at 1.00pm (AEDT) on 19 December 2024 at Bio101 Offices, 201/697 Burke Rd, Camberwell VIC 3124.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.hera-med.com/>

Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: HMD).

Questions must be submitted in writing to the Company Secretary at cosec@bio101.com.au at least 48 hours before the Meeting.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online. https://investor.xcend.app/sha
By post	Completing the enclosed Proxy Form and posting it to: Xcend Pty Ltd PO Box R1905 Royal Exchange NSW 1225
By email	Completing the enclosed Proxy Form and emailing it to: meetings@xcend.co

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

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours faithfully

Cameron Jones
Company Secretary

HeraMED Limited



<https://www.hera-med.com>

Registered Address
201/697 Burke Rd,
Camberwell VIC 3124
ACN 626 295 314

(Company)

NOTICE OF GENERAL MEETING

Explanatory Statement | Proxy Form

19 December 2024

1.00pm (AEDT)

PLACE: Bio101, 201/697 Burke Rd, Camberwell VIC 3124

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.

IMPORTANT INFORMATION

Time, date and place of meeting

Notice is given that the Meeting to which this Notice relates will be held on 19 December 2024 from 1.00pm (AEDT) at Bio101 201/697 Burke Rd, Camberwell VIC 3124.

This Notice is given based on circumstances as at 20 November 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.hera-med.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.hera-med.com/>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: HMD).

Instructions on how to attend the Meeting and vote are in the Explanatory Statement which forms part of this Notice.

Your vote is important

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

How to attend the meeting and vote

To vote in person, attend the Meeting at the time, date and place set out above.

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit any questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at cameron.jones@bio101.com at least 48 hours prior to the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect of the formal items of business.

Asking questions

A discussion will be held on all items to be considered at the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, 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 general questions about the business or management of the Company;
- if a Member has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and

- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Online	Lodge the Proxy Form online. https://xcend-portal.7g.com.au/login/sha
By post	Completing the enclosed Proxy Form and posting it to: XCEND Pty Ltd PO Box R1905 Royal Exchange NSW 1225
By email	Completing the enclosed Proxy Form and emailing it to: meetings@xcend.co

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Power of Attorney

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

Corporate Representatives

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

AGENDA

Ordinary Business

Ratification of prior issue of Shares

1. **Resolution 1** – Ratification of prior issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the ratification of the prior issue of 154,312,471 fully paid ordinary shares at an issue price of \$0.017 (1.7 cents) per share to unrelated sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval for issue of Shares

2. **Resolution 2** – Approval for issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 28,040,453 fully paid ordinary shares at an issue price of \$0.017 (1.7 cents) per share to unrelated sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval for issue of Options

3. **Resolution 3** – Approval for issue of Options

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 50,000,000 unlisted options (each with an exercise price of \$0.02 (2 cents) and expiring four (4) years from issue) to Westar Capital Limited (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval for issue of Performance Rights to related party

4. **Resolution 4** – Approval for issue of Performance Rights to related party

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of an aggregate of 15,800,000 performance rights to Anoushka Gungadin (and/or her nominee(s)), on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive plan in question and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Voting Prohibition: Other than as set out below, a vote on Resolution 4 must not be cast as proxy by or on behalf of either of the following persons:

- a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- a closely related party of such a member,

(referred to herein as **Restricted Voters**).

A Restricted Voter may cast a vote on Resolution 4 as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the Restricted Voter is the chair and the written appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this resolution; and
 - expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Adoption of Employee Incentive Plan (EIP)

5. Resolution 5 – Adoption of Employee Incentive Plan (EIP)

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given for the Company to adopt the Employee Incentive Plan (EIP) and for the issue of a maximum of 43,780,138 Equity Securities under the EIP in accordance with the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is to eligible to participate in the employee incentive plan and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Voting Prohibition: Other than as set out below, a vote on Resolution 5 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 5 as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the Restricted Voter is the chair and the written appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this resolution; and
 - expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Approval for issue of Shares

6. **Resolution 6** – Approval for issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 60,000,000 fully paid ordinary shares at an issue price of \$0.017 (1.7 cents) per share to unrelated sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 20 November 2024

BY ORDER OF THE BOARD

Cameron Jones

Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at from 1.00pm(AEDT) on 19 December 2024 at Bio101 201/697 Burke Rd, Camberwell VIC 3124.

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

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

Background to Resolutions 1-3

On 23 October 2024 the Company announced that it had received firm commitments from unrelated sophisticated and professional investors for a placement of 182,352,924 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.017 (1.7 cents) per Placement Share to raise \$3.1 million before costs (**Placement**).

The Placement is to be completed in two tranches as described below:

- 154,312,471 Placement Shares (**Tranche 1 Shares**) which were issued on 29 October. 90,987,472 of the Tranche 1 Shares were issued under the placement capacity available to the Company under Listing Rule 7.1, and 63,324,981 of the Tranche 1 Shares were issued under the placement capacity available to the Company under Listing Rule 7.1A. The ratification of the prior issue of the Tranche 1 Shares is sought under Resolution 1; and
- the issue of a further 28,040,453 Placement Shares (**Tranche 2 Shares**), subject to shareholder approval which is sought under Resolution 2.

Westar Capital Limited acted as **Lead Manager** of the Placement. The Company agreed to issue 50,000,000 options (each with an exercise price of \$0.02 (2 cents) and expiring 4 years from the date of issue) (**Broker Options**) to the Lead Manager (and/or its nominee(s)) as part fees for services provided by the Lead Manager in connection with the Placement. The issue of Broker Options is subject to shareholder approval which is being sought under Resolution 3.

ASX Listing Rules – Resolution 1

Resolution 1 seeks shareholder approval for the purposes of Listing Rule 7.1 and for all other purposes for the ratification of the prior issue of the Tranche 1 Placement Shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of Equity Securities, or an agreement to issue Equity Securities, made pursuant to Listing Rule 7.1 (provided the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

If Shareholders approve Resolution 1, the Tranche 1 Shares will be treated as not having used the placement capacity available to the Company under the Listing Rules. The Tranche 1 Shares will also increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 1, the Tranche 1 Shares will continue to use placement capacity available to the Company under the Listing Rules.

The following information is provided in accordance with Listing Rule 7.5:

- The Tranche 1 Shares were issued to unrelated sophisticated and professional investors identified by the Lead Manager or the Company.
- The total number of securities issued was 154,312,471 fully paid ordinary shares (Tranche 1 Shares).
- The Tranche 1 Shares have the same terms as, and rank equally with, the existing fully paid ordinary shares of the Company.
- The Tranche 1 Shares were issued on 29 October 2024 under the placement capacity available to the Company under ASX Listing Rules 7.1 and 7.1A.
- Tranche 1 Shares were issued at \$0.017 (1.7 cents) each.
- A total of \$ 2.623 million before costs was raised from the issue of the Tranche 1 Shares. Funds raised from the issue of Tranche 1 Shares have been, or will be, utilised to fund working capital requirements, and to support commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and a number of platforms across Australia, US and Europe.
- A voting exclusion statement as set out in the Agenda applies to Resolution 1.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 1.

ASX Listing Rules – Resolution 2

Resolution 2 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 and for all other purposes to issue the 28,040,453 Tranche 2 Shares at an issue price of \$0.017 (1.7 cents) each to unrelated sophisticated and professional investors identified by the Lead Manager and the Company. The issue of Tranche 2 Placement Shares is subject to shareholder approval.

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 months 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. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of Shareholders at a general meeting.

If Shareholders approve Resolution 2, the Company will be able to issue the Tranche 2 Shares. In addition, the issue of the Tranche 2 Shares will increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 2, the Company will not be able to issue the Tranche 2 Shares.

The following information is provided in accordance with Listing Rule 7.3:

- The Tranche 2 Shares are to be issued to unrelated sophisticated, professional and other investors identified by the Lead Manager or the Company.
- The number of securities to be issued is 28,040,453 fully paid ordinary shares (Tranche 2 Shares).
- Tranche 2 Shares have the same terms as, and rank equally with, the existing fully paid ordinary shares of the Company.
- The Tranche 2 Shares are proposed to be issued shortly after the Meeting and in any event no later than 3 months after the date of the Meeting.
- The Tranche 2 Shares will have an issue price of \$0.017 (1.7 cents) each.
- The issue of the Tranche 2 Shares would raise a total of \$476,688 before costs. Funds raised from the issue of the Tranche 2 Shares will be utilised to fund working capital requirements, and to support commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and a number of platforms across Australia, US and Europe.
- A voting exclusion statement as set out in the Agenda applies to Resolution 2.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 2.

ASX Listing Rules – Resolution 3

Resolution 3 seeks shareholder approval for the purposes of Listing Rule 7.1 and for all other purposes to issue the Broker Options to the Lead Manager (and/or its nominee(s)) as part fees for services provided by the Lead Manager in connection with the Placement. The issue of the Broker Options is subject to shareholder approval.

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 months 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. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of Shareholders at a general meeting.

If Shareholders approve Resolution 3, the Company will be able to issue the Broker Options to the Lead Manager (and/or its nominee(s)). In addition, Shares issued on exercise of the Broker Options (if any) will increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 3, the Company will not be able to issue the Broker Options and may be required to negotiate an alternate form of payment.

The following information is provided in accordance with Listing Rule 7.3:

- The Broker Options are to be issued to the Lead Manager (and/or its nominee(s)).
- The number of securities to be issued is 50,000,000 Broker Options.
- Each Broker Option has an exercise price of \$0.02 (2 cents), expiring 4 years from the date of issue and upon exercise entitle the holder to one Share. The full terms of Broker Options are set out in Annexure A to the Explanatory Statement.
- The Broker Options are proposed to be issued shortly after the Meeting and in any event no later than 3 months after the date of the Meeting.
- No funds will be raised from issue of the Broker Options, which as noted above are being issued as part fees for services rendered by the Lead Manager in connection with the Placement. Funds raised on exercise of Broker Options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise.
- The Broker Options are being issued as part fees for services rendered by the Lead Manager in connection with the Placement, pursuant to a capital raising mandate between the Company and Westar Capital Limited. A summary of the material terms of that capital raising mandate is set out below:
 - Westar Capital Limited was engaged by the Company to provide capital raising services in connection with the Placement.
 - The Lead Manager will receive a 6% capital raising fee and the Broker Options as fees for services provided in connection with the Placement.
 - The Company will use its best endeavours to ensure that for 12-months following issue of the Placement Shares no director, related body corporate, or an associate of either, sells, transfers or otherwise disposes of securities in the Company without the Lead Manager's prior consent.
 - The mandate contains limitations of liability, an indemnity from the Company in favour of Westar and its related parties in connection with the Placement, and representations and warranties on behalf of the Company typical for an arrangement of this kind.

- The capital raising mandate otherwise contains terms typical for an arrangement of this kind, including regarding reimbursement of the Lead Manager's reasonable out of pocket expenses, confidentiality, access to and use of information, and termination.
- A voting exclusion statement as set out in the Agenda applies to Resolution 3.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 3.

Approval for issue of Performance Rights to related party – Resolution 4

Resolution 4 seeks shareholder approval, for the purposes of ASX Listing Rule 10.14 and for all other purposes, to issue an aggregate of 15,800,000 performance rights (**Performance Rights**) to Anoushka Gungadin (and/or her nominee(s)). The class, number, relevant vesting conditions and relevant latest exercise date(s) following satisfaction of the applicable vesting condition(s) are as announced to the ASX on 23 July 2024, and are set out in the table below. The full terms of the Performance Rights (other than those matters described in the table below) being set out in Annexure B:

Class	Number of Performance Rights	Vesting Condition	Exercise Date – Exercise no later than
1.	2,633,860	Share price* of 100% premium to share price at date of issue within 12 months of issue	18 months from vesting
2.	2,633,860	Share price* of 200% premium to share price at date of issue within 24 months of issue	18 months from vesting
3.	2,632,280	Share price* of 300% premium to share price at date of issue within 5 years of issue	18 months from vesting
4.	2,633,860	7,500 paid mums (accumulated) on HeraCARE platform by 30 June 2026	31 December 2027
5.	2,633,860	11,500 paid mums (accumulated) on HeraCARE platform by 30 June 2026	31 December 2027
6.	2,632,280	23,000 paid mums (accumulated) on HeraCARE platform by 30 June 2027	31 December 2028

*Note to table: *Share price for the purposes of satisfying the Vesting Condition for classes 1, 2 and 3 in the table above is measured on a 20 day volume weighted average price (VWAP).*

The share price at issuance will be determined as the 5 day VWAP prior to and including the date of issue of Performance Rights. For the avoidance of doubt, no cash amount is payable by the holder for the issue of Performance Rights or Shares on conversion of Performance Rights.

If the vesting hurdle (performance hurdle) is not achieved by the exercise date, the Performance Rights automatically lapse unless otherwise determined by the Board.

The Performance Rights are proposed to be issued under the employee incentive scheme the subject of Resolution 5.

ASX Listing Rules – Resolution 4

ASX Listing Rule 10.14 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities under an employee incentive plan to a director of the company or any of their associates or any person whose relationship with either of those persons is such that in ASX's opinion the acquisition should be approved by Shareholders.

Shareholder approval is being sought under Listing Rule 10.14 for Resolution 4 and as such approval is not required under ASX Listing Rule 7.1.

If Shareholders approve Resolution 4, the Company will be able to issue the Performance Rights the subject of Resolution 4 to Anoushka Gungadin (and/or her nominee(s)). Shares issued on conversion of Performance Rights (if any) will also increase the placement capacity available to the Company under ASX Listing Rule 7.1 and, if the relevant approval is held at the time, ASX Listing Rule 7.1A. If Shareholders do not approve Resolution 4 then the Company will not be able to issue the Performance Rights the subject of Resolution 4 to Anoushka Gungadin (and/or her nominee(s)).

The following information is provided for Resolution 4 in accordance with the requirements of ASX Listing Rule 10.15:

- The recipient of Performance Rights is Anoushka Gungadin (and/or her nominee(s)).
- Anoushka Gungadin is a director of the Company and is therefore a person to whom ASX Listing Rule 10.14.1 applies.
- The class, number, vesting conditions and relevant latest exercise date(s) for satisfaction of the relevant vesting condition(s) are set out in the table above on page 14, with the full terms of the Performance Rights (other than as set out in that table) being set out in Annexure B.
- The current total remuneration package of Anoushka Gungadin is AU\$308,000 per annum plus superannuation.
- 850,000 unlisted options expiring 28 July 2027 with an exercise price of \$0.1358 have previously been issued to Anoushka Gungadin under a prior employee incentive

scheme, for nil cash as incentive securities subject to vesting conditions, the terms of which are as announced on 2 August 2022.

- The terms of the Performance Rights are set out in the table on page 14 and otherwise in Annexure B. Performance Rights are being issued to remunerate Anoushka Gungadin whilst preserving cash reserves and providing valuable consideration to Anoushka Gungadin that is linked directly to the success of the Company. A valuation of the Performance Rights attributed a value per Performance Right in respect of each class of Performance Rights as set out in the table below:

Class	Value
1.	\$52,677.20
2.	\$52,677.20
3.	\$52,645.60
4.	\$52,677.20
5.	\$52,677.20
6.	\$52,645.60

- The Performance Rights are proposed to be issued shortly after the Meeting and in any event no later than three (3) years after the date of the Meeting.
- The Performance Rights are being issued for nil cash as incentive securities.
- A summary of the material terms of the employee incentive scheme are set out in Annexure C.
- No loan is being made in respect of the issue of Performance Rights.
- The Company confirms the following:
 - Details of any securities issued under the EIP will be published in the annual report of the Company relating to the period within which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
 - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after Resolution 4 is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
 - If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue and of Performance Rights to Anoushka Gungadin and may consider alternative incentive methods, including but not limited to cash.

- A voting exclusion statement as set out in the Agenda applies to Resolution 4.

Corporations Act – Resolution 4

Chapter 2E

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or Shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Anoushka Gungadin, who is proposed to receive Performance Rights under Resolution 4, is a director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue is reasonable remuneration and, as such, falls within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of Anoushka Gungadin, the Company’s reliance on a limited number of personnel, the need for the Company to effectively incentivise each of the Directors while aligning the incentive with increasing shareholder value and the success of the Company, the desirability of preserving cash resources within the Company, and the terms of the Performance Rights. The Company considers that the issue of the Performance Rights is an effective tool which preserves the cash reserves whilst providing valuable consideration.

Corporations Act – proxy voting prohibition

A proxy voting prohibition in accordance with Section 250BD of the Corporations Act applies to Resolution 4.

Directors’ recommendation

The Directors (with Anoushka Gungadin abstaining) recommend that Shareholders vote for this Resolution 4.

Adoption of Employee Incentive Plan (EIP) – Resolution 5

The Company first established an employee incentive plan in April 2019, which was readopted in October 2022.

The Company established the employee incentive plan to encourage employees, including executive directors and senior managers, to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all employees.

Resolution 5 seeks Shareholder approval for the adoption of a revised employee incentive plan (**EIP**) on similar terms to the prior employee incentive plan, and for the issue of securities under the EIP, in accordance with Listing Rule 7.2 (Exception 13(b)). A summary of the material terms of the EIP is set out in Annexure C.

ASX Listing Rule 7.1 and 7.2 (Exception 13): 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive plan if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 5 is passed, the Company will be able to issue securities under the EIP to eligible participants over a period of 3 years. The issue of any securities to eligible participants under the EIP (up to the maximum number of Equity Securities stated below) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will be able to proceed with the issue of securities under the EIP to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the securities.

For the avoidance of doubt and irrespective of if Shareholders pass Resolution 5, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the EIP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 5:

- A summary of the terms and conditions of the EIP is set out in Annexure C. In addition, a copy of the EIP is available for review by Shareholders on the company's website <https://www.hera-med.com/> or at the registered office of the Company until the date of the Meeting. A copy of the EIP can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.
- The EIP is a new employee incentive plan of the Company. For completeness, it is noted that the Company has issued 1,350,000 Equity Securities under the prior

employee incentive plan since the prior employee incentive plan was re-adopted by Shareholders on 12 October 2022. Details of the prior issue is set out below:

Security Code	Expiry Date	Issue Date	Exercise Price	Number of Options
HMDAX	9/08/2027	25/10/2022	\$0.15	250,000
HMDAY	27/01/2027	27/01/2023	\$0.15	350,000
HMDAAC	23/01/2027	23/01/2024	\$0.023	750,000

- The maximum number of Equity Securities that may be issued under the EIP is 43,780,138 Equity Securities and will be in accordance with the terms and conditions set out in Annexure C. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company proposes issuing an aggregate of 15,800,000 Equity Securities the subject of Resolution 4 under the EIP. For the avoidance of doubt, following the issue of 15,800,000 Equity Securities the subject of Resolution 4 under the EIP, the remaining number of Equity Securities that may be issued under the EIP is a maximum of 27,980,138 Equity Securities.
- A voting exclusion statement as set out in the Agenda applies to Resolution 5.

Corporations Act – proxy voting prohibition

A proxy voting prohibition in accordance with Section 250BD of the Corporations Act applies to Resolution 5.

Directors' recommendation

The Directors (with Anoushka Gungadin abstaining, noting the proposed issue of Performance Rights to Ms Gungadin the subject of Resolution 4) recommend that Shareholders vote for this Resolution 5.

Approval for issue of Shares – Resolution 6

Background

As announced on 11 November 2024, the Company has received firm commitments for the issue of 60,000,000 Shares (**Investor Shares**) at an issue price of \$0.017 (1.7 cents) each to unrelated sophisticated and professional investors identified by the Company to raise \$1.02 million before costs. The issue of the Investor Shares is subject to Shareholder approval.

ASX Listing Rules

Resolution 6 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 and for all other purposes for the issue of the Investor Shares.

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 months 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. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If Shareholders approve Resolution 6, the Company will be able to issue the Investor Shares. In addition, the issue of the Investor Shares will increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 6, the Company will not be able to issue the Investor Shares.

The following information is provided in accordance with Listing Rule 7.3:

- The Investor Shares are to be issued to unrelated sophisticated and professional investors identified by the Company.
- The number of securities to be issued is 60,000,000 fully paid ordinary shares (Investor Shares).
- Investor Shares have the same terms as, and rank equally with, the existing fully paid ordinary shares of the Company.
- The Investor Shares are proposed to be issued shortly after the Meeting and in any event no later than 3 months after the date of the Meeting.
- The Investor Shares will have an issue price of \$0.017 (1.7 cents) each.
- The issue of the Investor Shares would raise a total of \$1.02 million before costs. Funds raised from the issue of the Investor Shares will be utilised to strengthen the Company's financial position and provide an ability to drive both the HeraCARE commercialisation strategy, while building a sustainable pipeline of non-dilutive funding through grants and research partnerships, as well as to meet costs of the issue.
- A voting exclusion statement as set out in the Agenda applies to Resolution 6.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 6.

GLOSSARY

\$	means Australian dollars.
General Meeting or Meeting	means the meeting convened by the Notice.
AEDT	means Australian Eastern Daylight Time as observed In Sydney, New South Wales.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
Award	has the meaning given to that term in the Plan Rules.
Board	means the current board of directors of the Company.
Chair	means the chair of the Meeting.
Company	means HeraMED Limited (ACN 626 295 314).
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the current directors of the Company.
EIP	means the employee incentive plan of the Company.
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Key Management Personnel	has the meaning given to that term in the Listing Rules.
Listing Rules	means the Listing Rules of ASX.
Meeting	means the General Meeting of Shareholders convened by the Notice.
Notice or Notice of General Meeting	means this notice of meeting including the Explanatory Statement and the Proxy Form.
Option	means an option to acquire a Share.
Plan Rules	means the rules governing the EIP.
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.
Restricted Voter	has the meaning given to that term in the Proxy Voting Prohibition on Resolution 4.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.
Share Registry	means the Company's share registry, Xcend Pty Ltd.

Annexure A – Terms of Broker Options

References in this Annexure A to “**Options**” is to the Broker Options.

- (a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.
- (b) The exercise price of each Option is \$0.02 (2 cents) (**Exercise Price**).
- (c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on the date which is 4 years from the date of issue (**Expiry Date**).
- (d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.
- (f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- (g) The Exercise Price is payable in full upon exercise of Options.
- (h) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- (h) All Shares issued upon exercise of Options will rank pari passu in all respects with, and have the same terms as, the Company’s then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
- (i) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of Equity Securities offered to Shareholders without first exercising the Option. Prior to the Expiry Date and if required by the Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the Listing Rules in respect of offers of Equity Securities made to Shareholders.
- (j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (k) Options will otherwise have the terms as required by ASX and the Listing Rules.

Annexure B – Terms of Performance Rights

Unless otherwise defined, capitalized terms have the meaning given to those terms in the EIP.

The terms and conditions of the Performance Rights the subject of Resolution 4 are as follows:

1. **Right to acquire Share:** Each Performance Right will confer on the holder the right to convert, upon satisfaction of the Vesting Condition by the Exercise Date, one (1) ordinary share in the Company at no cost.
2. **Vesting Condition and Exercise Dates:** The applicable Vesting Conditions required to be satisfied for Performance Rights to be able to be exercised by the holder and the applicable Exercise Dates (being the last date for the satisfaction of Vesting Conditions and exercise of Performance Rights) for each respective class of Performance Rights are set out in the table on page 14 for Resolution 4 as set out in the Explanatory Statement.
3. **Vesting:** The Performance Rights will vest and become capable of exercise immediately upon the applicable Vesting Condition being satisfied prior to the applicable Exercise Date. Vested Performance Rights can be exercised into Shares by the holder providing written notice of exercise of the vested Performance Rights they hold to the Company prior to the Exercise Date applicable to those vested Performance Rights.
4. **Expiry:** The Performance Rights will lapse and expire if:
 - a. the applicable Vesting Condition is not achieved by the applicable Exercise Date ; or
 - b. the applicable Vesting Condition is achieved, but the vested Performance Rights are not exercised by the applicable Exercise Date,unless otherwise determined by the Board.
5. **Not transferable:** the Performance Rights are not transferable.
6. **Shares:** Shares issued upon the exercise of Performance Rights shall rank equally in all respects with all other Shares on issue.
7. **Change of Control:** If a Change of Control occurs (as defined under the EIP), the Vesting Conditions in respect of 50% of any unvested Performance Rights shall be deemed to have been waived, and the Board will determine, in its absolute discretion, whether any additional Vesting Conditions will be waived, an Award replaced, or an Award will lapse.
8. **EIP:** Subject to any inconsistency with the above, in which case the terms in this Annexure B will prevail, the Performance Rights will otherwise have the terms set out in the EIP.
9. **ASX:** Performance Rights will otherwise have terms required by ASX.

Annexure C – Summary of EIP

1. Eligibility

The Board has discretion to determine which employees are eligible to participate in the EIP. The definition of employee under the rules of the EIP includes full time or part time executive, director, senior manager, employee and other party who are close business associates of the Company or any related body corporate of the Company.

2. Vesting Conditions

The vesting of any Equity Securities issued under the EIP may be conditional on the satisfaction of performance and/or service conditions as determined by the Board and advised to the participant in the individual's offer documents.

3. Exercise of Equity Securities

Vested Equity Securities issued under the EIP may not automatically trigger the exercise of the Equity Securities, but a participant will be entitled to exercise its Equity Securities in accordance with the terms contained in the invitation to that participant.

4. Price

Equity Securities issued under the EIP may be issued at no cost to the participants. Options and other convertible Equity Securities may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in the participant's offer.

5. Lapse/forfeiture

Equity Securities issued under the EIP will lapse or be forfeited on the earliest of:

- any expiry date applicable to the Equity Securities;
- any date which the Board determines that vesting conditions applicable to the Equity Securities are not met or cannot be met;
- the participant dealing in respect of the Equity Securities in contravention of the EIP; and
- the Board determining that a participant has committed an act of fraud, is ineligible to hold his or her relevant office under the relevant provisions of the Corporations Act, or is found to have acted in a manner that the Board considers to constitute gross misconduct.

6. Board may elect to settle in cash

If the Board determines that it is not appropriate for tax, legal, regulatory or compliance reasons to issue or transfer Equity Securities upon satisfaction of its obligations under the EIP, the Company may make a cash payment to the participant in accordance with the terms of the plan for equivalent value.

7. Waiving the restricted period

The Board may waive or shorten the restriction period applicable to Equity Securities issued under the EIP, as contained in the offer to the participant.

8. Change of Control

On the occurrence of a Change of Control (as defined in the rules of the EIP) of the Company, the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested Equity Securities issued under the EIP shall be dealt with.

9. Cessation of employment

Unless the Board in its sole and absolute discretion determines otherwise, if the Participant:

- ceases to be an employee of the Company, or any related body corporate of the Company, due to resignation (other than due to death, redundancy, or total and permanent disablement), dismissal for cause or poor performance, or any other circumstances determined by the Board to constitute a Bad Leaver (**Bad Leaver**):
 - all unvested Awards will lapse at a time specified by the Board; and
 - all vested but unexercised Awards lapse at a time specified by the Board; or
- ceases to be an employee of the Company, or any related body corporate of the Company, other than in circumstances making them a Bad Leaver (**Good Leaver**):
 - the Participant will retain all vested Awards; and
 - the Participant will retain a pro-rata amount of the unvested Awards based on the proportion of time between the Award's grant date and Expiry Date during which the Participant was an Employee.

10. No dealing or hedging

Dealing restrictions may apply to Equity Securities issued under the EIP in accordance with the rules of the EIP and the Company's Securities Trading policy. Participants are prohibited from hedging or otherwise protecting the value of unvested Equity Securities issued under the EIP.

11. Rights attaching to Shares

Shares issued under the EIP, or on conversion of Equity Securities issued under the EIP, will rank equally for dividends and other entitlements and will be subject to any restrictions imposed under these rules and otherwise rank equally with the existing Shares on issue at the time of allotment.

12. Company may issue or acquire shares

The Board may, in its discretion, either issue new Equity Securities or acquire Equity Securities already on issue, or a combination of both, to satisfy the Company's obligations under the EIP.

13. Adjustments

Prior to the allocation of Shares to a participant upon vesting or exercise of Equity Securities issued under the EIP, the Board may make any adjustment it considers appropriate to the terms of Equity Securities in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action such as a capital raising or capital reconstruction.

14. Limits on securities issued

The number of Equity Securities that may be issued under the EIP will be set with regard to the limits as approved by Shareholders, subject to compliance with any applicable legislation, regulation, policy or other requirement of any duly empowered governmental agency with respect to employee share scheme offers made without a prospectus or other form of prescribed disclosure.

15. Continued operation of the EIP

The EIP may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the ASX Listing Rules.

16. Range of Employee Share Schemes: The EIP enables the Company to offer its employees a range of different employee share scheme interests (each an ESS). These ESS interests or 'awards' include but are not limited to options, performance rights, service rights, deferred shares, exempt shares, cash rights and stock appreciation rights.

The type of ESS interest that may be offered by the Board, on behalf of the Company, to employees will be determined by a number of factors, including:

- the remuneration or incentive purpose of the award;
- the tax jurisdiction that the participating employee lives and/or works in;
- the laws governing equity incentives where the participating employee lives and/or works; and
- the logistics and compliance costs associated with offering equity incentives where the participating employee lives and/or works.



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XCEND
INVESTOR SUPPORT

«EntityRegistrationDetailsLine1Envelope»
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«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your General Meeting Proxy

Voting Instructions

Appointment of a Proxy

A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

Directing your Proxy How to Vote: If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions, relating to all Resolutions.

Signing Instructions

You must sign this Proxy form as follows in the spaces provided:

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

Attending the Meeting

Attending in person: please bring this form with you as this will assist in registering your attendance.

If a representative of a corporate securityholder or Proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative" Form.

HOW TO

Lodge Your Proxy

Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:

<https://investor.xcend.app/sha>



You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: <https://investor.xcend.app/register>
Then once logged in, you may proceed to vote.

Post to Vote

Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225

@ Scan & Email to Vote

meetings@xcend.co

Registered Name & Address

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Your Proxy Form

Appoint a Proxy

I/we being members of **HeraMED Limited ("Company")** and entitled to attend and vote hereby appoint:

The Chair of the Meeting
(Mark box)

OR

If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the General Meeting of the Company to be held at Bio101, Suite 201, 697 Burke Road, Camberwell VIC 3124 on Thursday, 19 December 2024 at 1:00pm (AEDT) and at any postponement or adjournment of the Meeting.
The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.
By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on the Resolution (except where the Shareholder has indicated a different voting intention on this Proxy Form) even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Provide Your Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Tuesday, 17 December 2024 at 1:00pm (AEDT)**. Please read the **Notice of Meeting and voting instructions before marking any boxes with an X**. If you mark the Abstain box for a Resolution, you are directing your Proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Abstain
1 Ratification of prior issue of Shares			
2 Approval for issue of Shares			
3 Approval for issue of Options			
4 Approval for issue of Performance Rights to related party			
5 Adoption of Employee Incentive Plan (EIP)			
6 Approval for issue of Shares			

Please Sign and Return
* This section must be completed.

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.