



# 2023 Notice of Annual General Meeting

Innovating the delivery of healthcare

VITURA HEALTH LIMITED

ABN 59 629 071 594

# Notice of Annual General Meeting and Explanatory Statement



## Vitura Health Limited

ACN 629 071 594

**Date:** Tuesday, 28 November 2023  
**Time:** 10.00 am (Melbourne time)  
**Location:** Hybrid meeting held at:  
Thomson Geer,  
Level 23, Rialto South Tower, 525 Collins Street  
Melbourne, Victoria 3000  
and online at <https://meetnow.global/MHLR62S>

Shareholders will be able to participate in the Meeting by:

- 1 voting prior to the Meeting by lodging the Proxy Form attached as Annexure B to this Notice of Meeting by no later than 10.00 am (Melbourne time) on Sunday, 26 November 2023;
- 2 submitting questions in advance of the Meeting by emailing the questions to the Company Secretary at [companysecretary@vitura.com.au](mailto:companysecretary@vitura.com.au) by no later than 10.00 am (Melbourne time) on Sunday, 26 November 2023;
- 3 attending the meeting:
  - (a) in person by registering their attendance by emailing the Company Secretary (with all relevant details including the Shareholders' name, address and either their SRN or HIN (as applicable)) at [companysecretary@vitura.com.au](mailto:companysecretary@vitura.com.au) by no later than 10.00 am (Melbourne time) on Sunday, 26 November 2023; or
  - (b) online by going to <https://meetnow.global/MHLR62S> and entering their details when prompted; and
- 4 speaking and asking questions during the Meeting (details of participating in the Meeting online will be provided to Shareholders in a separate correspondence).

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THE DOCUMENT IN ITS ENTIRETY BEFORE YOU DECIDE WHETHER OR NOT TO VOTE IN FAVOUR OF THE RESOLUTIONS. IF YOU ARE IN DOUBT AS TO WHAT YOU SHOULD DO, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER.

If you have recently sold all of your Shares, please disregard this Notice of Meeting.

Notice is given that the 2023 Annual General Meeting of Shareholders of Vitura Health Limited will be held by way of a hybrid meeting at 10.00 am (Melbourne time) on Tuesday, 28 November 2023 at:

Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, Victoria 3000  
and online at <https://meetnow.global/MHLR62S> (**Meeting**).

The business to be considered at the Meeting is set out below. Information on the Resolutions to which the business relates is contained in the Explanatory Statement.

This Notice of Meeting should be read in conjunction with the Explanatory Statement. This Notice of Meeting and Explanatory Statement is not investment advice. You should seek your own financial and professional advice before making any decision on how to vote on the Resolutions.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary contained in section 10 of the Explanatory Statement.

## AGENDA

### CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

\* *This item of business is for discussion only and is not a resolution.*

*Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.*

#### 1 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

*That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report section of the Directors' Report for Vitura Health Limited for the year ended 30 June 2023 on the terms and conditions in the Explanatory Statement.*

\* *Please note that section 250R(3) of the Corporations Act provides that the vote on this Resolution 1 is advisory only and does not bind the Directors or Vitura Health.*

**A voting prohibition applies in relation to this Resolution. Refer to the Voting Exclusions and Prohibitions section of this Notice of Meeting.**

**Board recommendation:** The Board has abstained from making a recommendation in relation to Resolution 1.

#### 2 RESOLUTION 2 – RE-ELECTION OF DR. MARCIA A.M. WALKER AS DIRECTOR

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

*That, pursuant to and in accordance with Listing Rule 14.5, the Constitution and for all other purposes, Dr. Marcia Ani Matekino Walker, being an Independent Non-Executive Director, who was appointed on 16 December 2021, retires and being eligible is elected as a Director of Vitura Health, effective immediately on the terms and conditions in the Explanatory Statement.*

**Board recommendation:** The Board, excluding Dr. Walker who abstains from making a recommendation given her personal interest in this Resolution, recommends Shareholders vote **FOR Resolution 2**.

### 3 RESOLUTION 3 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following as a **special resolution**:

*That, pursuant to and in accordance with section 136(2) of the Corporations Act and all other purposes, the Company's Constitution be modified on the terms and conditions in the Explanatory Statement, effective immediately.*

**Board recommendation:** The Board unanimously recommends Shareholders vote **FOR Resolution 3.**

### 4 RESOLUTION 4 – APPROVAL OF AMENDED PLAN

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

*That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the Company's amended employee incentive scheme known as the Equity Incentive Plan (**Amended Plan**), and the grant of Shares, Options and Performance Rights and the issue of the underlying Shares on conversion of such Options and Performance Rights under the Amended Plan over a period of up to three years from the date of the Meeting, on the terms and conditions in the Explanatory Statement.*

**A voting exclusion and a voting prohibition apply in relation to this Resolution. Refer to the Voting Exclusions and Prohibitions section of this Notice of Meeting.**

**Board recommendation:** The Board has abstained from making a recommendation in relation to Resolution 4 given that each Director is eligible to participate in the Amended Plan.

### 5 RESOLUTION 5 – APPROVAL OF ISSUE OF SECURITIES TO RODNEY D. COCKS

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

*That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Performance Rights to Rodney Damon Cocks (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.*

**A voting exclusion and a voting prohibition apply in relation to this Resolution. Refer to the Voting Exclusions and Prohibitions section of this Notice of Meeting.**

**Board recommendation:** The Board, excluding Mr. Cocks who abstains from making a recommendation given his personal interest in this Resolution, unanimously recommends Shareholders vote **FOR Resolution 5.**

### 6 RESOLUTION 6 – APPROVAL OF ISSUE OF SECURITIES TO GUY R. HEADLEY

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

*That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Performance Rights to Guy Rothwell Headley (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.*

**A voting exclusion and a voting prohibition apply in relation to this Resolution. Refer to the Voting Exclusions and Prohibitions section of this Notice of Meeting.**

**Board recommendation:** The Board, excluding Mr. Headley who abstains from making a recommendation given his personal interest in this Resolution, unanimously recommends Shareholders vote **FOR Resolution 6.**

## 7 RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES TO THE REGAL NOMINEE UNDER THE DOD ACQUISITION

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

*That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue of 17,380,423 Shares to the Regal Nominee in connection with the DoD Acquisition on the terms and conditions described in the Explanatory Statement.*

**A voting exclusion applies in relation to this Resolution. Refer to the Voting Exclusions and Prohibitions section of this Notice of Meeting.**

**Board recommendation:** The Board unanimously recommends Shareholders who are not excluded from voting on this Resolution vote **FOR Resolution 7**.

## RESOLUTIONS REQUISITIONED BY E JANSEN AND NOT ENDORSED BY THE BOARD

The following **Resolutions 8, 9 and 10** are **NOT ENDORSED** by the Board.

E Jansen (being Ms. Elizabeth Sarah Jansen as trustee for Stanford Investment Trust) holding more than 5% of the issued capital of the Company has proposed the following Resolutions under section 249N of the Corporations Act for the proposed appointment of the non-Board endorsed Jansen Nominees.

Cronos Group Holdings Inc., which also holds more than 5% of the issued capital of the Company, has prepared a members' statement in relation to these Requisitioned Resolutions in accordance with section 249P of the Corporations Act. That statement is attached as Annexure A to this Notice of Meeting.

### 8 RESOLUTION 8 – APPOINTMENT OF DIRECTOR – S TANNER

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

*Appointment of Mr Shane Francis Tanner as Director of Vitura Health Limited.*

**Board recommendation:** The Board unanimously recommends Shareholders vote **AGAINST Resolution 8** for reasons such as those set out in section 9.4 of the Explanatory Statement.

### 9 RESOLUTION 9 – APPOINTMENT OF DIRECTOR – N HIGHT

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

*Appointment of Mr Nathan James Hight as Director of Vitura Health Limited.*

**Board recommendation:** The Board unanimously recommends Shareholders vote **AGAINST Resolution 9** for reasons such as those set out in section 9.4 of the Explanatory Statement.

### 10 RESOLUTION 10 – APPOINTMENT OF DIRECTOR – B JANSEN

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

*Appointment of Dr Benjamin David Ngahaia Jansen as Director of Vitura Health Limited.*

**Board recommendation:** The Board unanimously recommends Shareholders vote **AGAINST Resolution 10** for reasons such as those set out in section 9.4 of the Explanatory Statement.

By order of the Board



**Rodney D. Cocks**

Chief Executive Officer  
Vitura Health Limited

## VOTING EXCLUSIONS AND PROHIBITIONS

### Voting exclusion statements

Resolution(s)	Voting Exclusion
<b>Resolution 4</b> – Approval of Amended Plan	The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Amended Plan or an Associate of that person or those persons.
<b>Resolution 5</b> – Issue of securities to Rodney D. Cocks	The Company will disregard any votes cast in favour of Resolutions 5 and 6 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 Amended Plan or an Associate of that person or those persons.
<b>Resolution 6</b> – Issue of securities to Guy R. Headley	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Regal or any of its Associates.
<b>Resolution 7</b> – Ratification of issue of Shares to the Regal Nominee under the DoD Acquisition	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Regal or any of its Associates.

However, in each case above, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

### Voting prohibition statements

Resolution(s)	Voting Prohibition
<b>Resolution 1</b> – Adoption of the Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy:                             <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) 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.</li> </ul> </li> </ul>

Resolution(s)	Voting Prohibition
<b>Resolution 4</b> – Approval of Amended Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:
<b>Resolution 5</b> – Issue of securities to Rodney D. Cocks	(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul>
<b>Resolution 6</b> – Issue of securities to Guy R. Headley	(b) the appointment does not specify the way the proxy is to vote on the Resolution.
	However, the above prohibition does not apply if: <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>

## NOTES

This Notice of Meeting (including the Explanatory Statement) is dated 27 October 2023.

This document is important. The Explanatory Statement provides additional information on matters to be considered at the Meeting and forms part of the Notice of Meeting. You should read this document in its entirety before making a decision on how to vote on the Resolutions to be considered at the Meeting.

A Proxy Form for the Meeting is also attached as Annexure B to this Notice of Meeting. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

### Interpretation

Capitalised terms used in the Notice of Meeting are defined in the Glossary in section 10 of the Explanatory Statement, or where the relevant term is first used.

Any documents reproduced in this Notice of Meeting may have their own defined terms, which are sometimes different from those in the Glossary.

All times referred to in this Notice of Meeting are references to the time in Melbourne, Australia, unless otherwise stated.

### Majorities required for the Resolutions to be passed

All Resolutions other than Resolution 3 will be passed if more than 50% of the votes cast on the relevant Resolution (either in person, proxy, attorney or by corporate representative) are in favour of the relevant Resolution.

Resolution 3 will be passed if at least 75% of the votes cast on Resolution 3 (either in person, proxy, attorney or by corporate representative) are in favour of Resolution 3.

### Entitlement to vote

Vitura Health has determined, in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, that the Shareholders entitled to attend and vote at the Meeting shall be those persons who are recorded on the register of members at 7.00 pm (Melbourne time) on Sunday, 26 November 2023. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.



## Voting

You may participate in the Meeting (including voting on Resolutions) by:

- (a) attending the Meeting in person (noting that you will need to register your attendance in accordance with the instructions provided on the cover page); or
- (b) attending via the online virtual platform, in respect of which further details are set out below.

To vote at the Meeting virtually, login to the Meeting at <https://meetnow.global/MHLR62S> at 10.00 am (Melbourne time) on Tuesday, 28 November 2023.

Attending the Meeting online enables Shareholders to listen to the Meeting live, ask questions and cast votes on the Resolutions at the appropriate times whilst the Meeting is in progress, similarly to attending in person.

The votes on the Resolutions will be cast through a poll.

To vote by proxy, a completed Proxy Form must be delivered to and received by the Share Registry no later than 10.00 am (Melbourne time) on Sunday, 26 November 2023. More information in relation to proxies is provided below.

## Proxies

The Shareholders are advised that:

- (a) each Shareholder entitled to vote at the Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder;
- (c) 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 no proportional number is specified, each proxy may exercise half of the Shareholder's votes; and
- (d) a Shareholder may specify the way in which the proxy is to vote on the Resolutions or may allow the proxy to vote at its discretion. If the way in which a proxy is to vote on the Resolutions are specified by a Shareholder, the proxy may not vote on that Resolution except as specified by the Shareholder.

## Voting of proxies

If you are not able to attend the Meeting, please complete and sign the Proxy Form attached as Annexure B to this Notice of Meeting as soon as possible in accordance with the instructions set out in that Proxy Form (aspects of which are summarised below).

To complete the Proxy Form, record your vote on the Proxy Form in relation to the each of the Resolutions to be considered at the Meeting as follows:

- (a) if you wish to approve the Resolution, place a cross (X) in the space provided under the word 'For' in respect of that Resolution;
- (b) if you do not wish to approve the Resolution, place a cross (X), in the space provided under the word 'Against' in respect of that Resolution; and
- (c) if you do not wish to vote in respect of the Resolution, place a cross (X) in the space provided under the word 'Abstain' in respect of that Resolution.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, at least 48 hours before the time for holding the Meeting (i.e., by no later than 10.00 am (Melbourne time) on Sunday, 26 November 2023):

(a) by mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia; or

(b) by fax: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia.

You may instead elect to lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code at least 48 hours before the time for holding the Meeting (i.e., by no later than 10.00 am (Melbourne time) on Sunday, 26 November 2023).

A proxy may decide whether to vote on any motion, except where the proxy is required by law or under the Constitution of Vitura Health to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.

## **Voting by corporate representatives**

Corporate Shareholders or proxies wishing to vote by corporate representative should obtain an appointment of corporate representative form from the Share Registry and complete and sign the form in accordance with the corporate Shareholder's constitution or by a duly authorised attorney. A form may also be obtained online by going to [www.investorcentre.com/au](http://www.investorcentre.com/au) and selecting "Printable Forms".

The corporate representative form and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be received before the start of the Meeting if the representative is to vote at the Meeting.

## **Vote through broker or nominees**

If you hold your Shares through a broker or nominee holder, you should contact them as soon as possible to instruct them on how to vote on your behalf.

## **Scrutineer**

The Share Registry (being Computershare Limited) will act as scrutineer for any polls that may be required at the Meeting.

## **How the Chair will vote undirected proxies**

If you return your Proxy Form but do not nominate a proxy, the Chair will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the Meeting then your proxy will revert to the Chair and the Chair will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on an item of business or Resolutions, the proxy (including, if applicable, the Chair) may vote, or abstain from voting, as they think fit.

Except as prohibited by a voting exclusion or voting prohibition applicable in respect of a Resolution, if you appoint the Chair as your proxy (or if the Chair is appointed by default) and you do not direct the Chair how to vote on the Resolutions, the Chair will vote your proxy for Resolutions 1 to 7 and against Resolutions 8 to 10, even if the Chair has an interest in the outcome of the Resolutions and votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest and even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

### **Technical difficulties**

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where any Shareholders consider that they may suffer from connection issues or any computer or technical issues, those Shareholders are encouraged to lodge a proxy in accordance with the instructions above even if they plan to attend online.

### **Documents available**

You can view or download an electronic version of this Notice of Meeting at Vitura Health's website at <https://www.vitura.com.au>.

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This Explanatory Statement should be read in conjunction with this Notice of Meeting. Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the Glossary in section 10 of this Explanatory Statement.

## 1 GENERAL

### 1.1 Carefully read this document

Shareholders are being asked to consider, and if thought fit approve, the Resolutions set out in this Notice of Meeting.

This document provides Shareholders with the information to assist them in deciding how to vote on the Resolutions to be considered at the Meeting. This information is important.

You should read this document carefully, and in its entirety, before making a decision as to how to vote at the Meeting.

### 1.2 Seek further information if required

If you have any queries about any matter contained in this document please contact Vitura Health for more information. Alternatively, seek independent professional advice on any aspects of which you are not certain.

### 1.3 Voting

Refer to the Notes section of the Notice of Meeting commencing on page 7 for information on how to vote on the Resolutions and the Voting Exclusions and Prohibitions section of the Notice of Meeting on page 6 for information on the voting exclusions and voting prohibitions that apply in relation to some of the Resolutions.

## 2 CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

## 3 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

### 3.1 General

Resolution 1 seeks the approval of the Shareholders to adopt the Remuneration Report section of the Directors' Report for Vitura Health for the year ended 30 June 2023.

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. A vote on this Resolution is advisory only and does not bind the Directors or Vitura Health. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of Vitura Health.

The Remuneration Report sets out Vitura Health's remuneration arrangements for the Directors, the Company Secretary and senior executives of Vitura Health as at 30 June 2023. The Remuneration Report can be found on pages 46 to 62 of Vitura Health's 2023 Annual Report, which is available at its website at <https://vitura.com.au/investors>.

There will be a reasonable opportunity for the Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

A voting prohibition statement applies to this Resolution, as provided under the Voting Exclusions and Prohibitions section of the Notice of Meeting.

### 3.2 Voting consequences

Pursuant to the Corporations Act, the Directors, the Company Secretary and senior executives of Vitura Health whose remuneration details are included in the Remuneration Report (and any closely related party of those members of the Key Management Personnel) are not permitted to vote on this Resolution.

Further, if the vote to approve the Remuneration Report receives a “no” vote by at least 25% of the votes cast, this will constitute a “first strike”.

A “first strike” did not occur at Vitura Health’s 2022 Annual General Meeting. If a “first strike” occurs at this Meeting:

- (a) Vitura Health’s subsequent Remuneration Report (being the Remuneration Report to be included in Vitura Health’s 2024 Annual Report) must include an explanation of the Board’s proposed action in response to the “no vote” or an explanation as to why no action has been taken; and
- (b) if Vitura Health’s subsequent Remuneration Report also receives a “no vote” at Vitura Health’s 2024 Annual General Meeting of at least 25% of the votes cast, then Shareholders at Vitura Health’s 2024 Annual General Meeting will be asked to vote on whether or not Vitura Health is to hold another general Shareholder’s meeting (within the following 90 days) to vote on a “spill resolution” under section 250V of the Corporations Act.

### 3.3 Board recommendation

The Board has abstained from making a recommendation in relation to Resolution 1.

## 4 RESOLUTION 2 – RE-ELECTION OF DR. MARCIA A.M. WALKER

### 4.1 General

Resolution 2 seeks the approval of the Shareholders to re-elect Dr. Marcia Ani Matekino Walker as an Independent Non-Executive Director.

In accordance with Listing Rule 14.4:

- (a) a director (other than the managing director) must not hold office (without re-election) past the third annual general meeting following the director’s appointment or three years, whichever is longer; and
- (b) a director (other than the managing director) appointed to fill a casual vacancy on the board must not hold office (without re-election) past the next annual general meeting of the entity.

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting. The notes to Listing Rule 14.5 provide that Listing Rule 14.5 applies even where no director is required to stand for re-election at an annual general meeting under Listing Rule 14.4 and if:

- (a) no director is due to stand for re-election under Listing Rule 14.4; and
- (b) an entity is not having a new director stand for election,

the entity must select at least one of its existing directors to stand for re-election.

There are currently no Directors that are required to stand for election or re-election at the Meeting under Listing Rule 14.4, however, pursuant to the Requisitioned Resolutions, nominees proposed by E Jansen pursuant to the E Jansen Notice will stand for election as Directors at the Meeting. Accordingly, there is no present need for Vitura Health to select one of its Directors to stand for re-election at the Meeting.<sup>1</sup>

1. Refer to section 9 of this Explanatory Statement for further information on the E Jansen Notice and the Requisitioned Resolutions (being **Resolutions 8 to 10**) which are **NOT ENDORSED** by the Board.

However, if all the Requisitioned Resolutions are withdrawn prior to the Meeting and there are no other Directors that are required to stand for election or re-election under Listing Rule 14.4, the Company will need to select one of its existing Directors to stand for re-election in accordance with Listing Rule 14.5 and the Company has determined (in accordance with the process prescribed by clause 41.3 of the Constitution) that in such circumstances Dr. Walker must retire and seek re-election at the Meeting.

Accordingly, Resolution 2 provides that Dr. Walker retires from office and seeks re-election as a Director and this Resolution will only be put to the Shareholders at the Meeting if the Requisitioned Resolutions are withdrawn prior to the Meeting and there is no other Director that is required to stand for election or re-election under Listing Rule 14.4, otherwise, this Resolution will be withdrawn.

Details of Dr. Walker's background and experience are set out on page 31 of Vitura Health's 2023 Annual Report.

#### 4.2 Board recommendation

The Board, excluding Dr. Walker who abstains from making a recommendation given her personal interest in this Resolution, recommends that Shareholders vote **FOR Resolution 2**.

## 5 RESOLUTION 3 – AMENDMENT TO CONSTITUTION

### 5.1 General

Resolution 3 seeks the approval of the Shareholders to modify the Constitution on the terms and conditions set out in this Explanatory Statement.

At the Company's 2022 annual general meeting, the Company received Shareholder approval to change its name from "Cronos Australia Limited" to "Vitura Health Limited" and the name change took effect on 6 February 2023.

Given the Constitution was adopted at a time when the Company was referred to by its former name, "Cronos Australia Limited", the Constitution contains various references to that former name of the Company.

In accordance with section 136(2) of the Corporations Act, if a company wants to modify its constitution, or a provision of its constitution, it must pass a special resolution approving the modification.

Accordingly, the Company is seeking approval under section 136(2) of the Corporations Act pursuant to this Resolution to modify the Constitution by replacing all references to "Cronos Australia Limited" in the Constitution with references to "Vitura Health Limited".

The Company will also apply the new Vitura Health branding and style to the Constitution.

A copy of the modified Constitution (which will be adopted if Resolution 3 is passed) is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at [companysecretary@vitura.com.au](mailto:companysecretary@vitura.com.au). Shareholders are invited to contact the Company if they have any queries or concerns.

A complete signed copy of the modified Constitution will be tabled at the Meeting.

### 5.2 Nature of Resolution

This Resolution is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### 5.3 Board recommendation

The Board unanimously recommends Shareholders vote **FOR Resolution 3**.

## 6 RESOLUTION 4 – APPROVAL OF AMENDED PLAN

### 6.1 General

The Company has operated its existing employee incentive scheme titled “Equity Incentive Plan” (which was last approved by Shareholders of the Company on 15 December 2021) since the listing of the Company on ASX in November 2019 (**Old Plan**). The Company now seeks Shareholder approval for the adoption of the Company’s Amended Plan.

The Amended Plan is triggered by the updates to the legislative regime surrounding employee share schemes, specifically, the *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth), which received royal assent on 31 March 2022, and introduces the new Division 1A of Part 7.12 of the Corporations Act. The new regime, which took effect from 1 October 2022, replaces and expands the current ASIC Class Order [CO 14/1000].

Resolution 4 seeks Shareholder approval for the purposes of exception 13(b) of Listing Rule 7.2 for the adoption of the Amended Plan and to enable the grant of Shares, Performance Rights and Options and the issue of the underlying Shares on exercise or conversion of such Options and Performance Rights under the Amended Plan to eligible Employees to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which Resolution 4 is passed.

A summary of the terms of the Amended Plan, to be adopted pursuant to Resolution 4, is set out in Schedule 1.

Similarly to the Old Plan, a key purpose of the Amended Plan is to give eligible Employees an opportunity to subscribe for securities in Vitura Health in lieu of salary or fees, allowing Vitura Health to retain cash reserves. The Board also believes that grants made under the Amended Plan will provide a powerful tool to underpin the Company’s employment, engagement and retention strategies, and that the Amended Plan will:

- (a) enable the Company to incentivise and retain existing Key Management Personnel and other Employees needed to achieve the Company’s business objectives;
- (b) enable the Company to recruit, incentivise and retain additional key management personnel, and other Employees, needed to achieve the Company’s business objectives;
- (c) link the reward of key staff with the achievement of strategic goals and the long term performance of the Company;
- (d) align the financial interests of Employees with those of Shareholders; and
- (e) provide incentives to Employees to focus on achieving individual and Company performance that creates Shareholder value.

If Resolution 4 is passed, any securities issued under the Amended Plan in the three years from the date on which Resolution 4 is passed will be excluded when calculating the Company’s 15% placement capacity under Listing Rule 7.1, effectively increasing the number of securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, any securities issued under the Amended Plan will be included in calculating the Company’s 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.



## 6.2 Listing Rule 7.1 and exception 13(b) of Listing Rule 7.2

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of its shareholders, issue or agree to issue during any 12-month period any Equity Securities, (including Options, Performance Rights and Shares), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Exception 13(b) of Listing Rule 7.2 provides an exception to Listing Rule 7.1. The effect of Shareholder approval under this exception is that any issues of Securities under the Amended Plan are treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1. Approval under exception 13(b) of Listing Rule 7.2 lasts for a period of three years.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Amended Plan 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.

## 6.3 Specific information required by Listing Rule 7.2

In accordance with the requirements of exception 13(b) of Listing Rule 7.2, the following information is provided:

- (a) The material terms of the Amended Plan are summarised in Schedule 1;
- (b) the Company has issued the following securities under the Old Plan since it was approved by Shareholders under exception 13(b) of Listing Rule 7.2 on 15 December 2021:

Issue date	Security	Number of securities
16 December 2021	Performance Right	8,608,696 <sup>1</sup>
16 December 2021	Option	22,500,000 <sup>2</sup>

*Notes:*

1. 7,780,390 Shares have been issued as at the date of this Notice of Meeting upon the conversion of 7,780,390 Performance Rights. 828,306 of these Performance Rights have lapsed since their issue.
2. 1,500,000 Shares have been issued as at the date of this Notice of Meeting upon exercise of 1,500,000 of Options and 7,500,000 of these Options have lapsed since their issue.

The Company has not issued any securities under the Amended Plan (being the subject of Resolution 4) as this is the first time that Shareholder approval is being sought for the adoption of the Amended Plan;

- (c) The maximum number of securities proposed to be issued under and for the purposes of exception 13(b) under the Amended Plan following Shareholder approval is 55,849,336 securities, being 10% of the Company's current issued capital (which are in addition to the securities to be issued pursuant to Resolutions 5 and 6 if those Resolutions are passed); and
- (d) A voting exclusion statement is included in the Voting Exclusions and Prohibitions section of the Notice of Meeting for Resolution 4.

## 6.4 Board recommendation

Each Director is eligible to participate in the Amended Plan and accordingly, the Board has abstained from making a recommendation to Shareholders in relation to Resolution 4.

## 7 RESOLUTIONS 5 AND 6 – APPROVAL OF ISSUE OF SECURITIES

### 7.1 General

Resolutions 5 and 6 seek the approval of the Shareholders to the issue of Performance Rights to Rodney Damon Cocks and Guy Rothwell Headley (and/or their respective nominee(s)), respectively, under the Amended Plan on the terms and conditions described in this Notice of Meeting for the purposes of Listing Rule 10.14 and for all other purposes.

As detailed in the Company's Remuneration Report for the year ended 30 June 2023, which forms part of the Directors' Report for the same period, Vitura commissioned independent remuneration expert Loftswood to prepare a report detailing the remuneration arrangements of Key Management Personnel in comparable listed public companies as part of a thorough benchmarking analysis. The 25-page report prepared by Loftswood, entitled "*Executive Remuneration Benchmarking Report*", recognised the significant increase in Vitura Health's market capitalisation since the date on which the Company's 2022 Remuneration Report was prepared and included extensive remuneration data from more than 70 listed companies deemed to be comparable to Vitura Health based on market capitalisation ranges, industry sectors, and other relevant factors.

Also as mentioned in the Remuneration Report, the Company resolved to work with independent consultants, including Loftswood, to design and implement a future-focussed scheme to further incentivise the Company's current executive team and, potentially, other senior employees of the Company group to deliver long-term growth and business sustainability in the interests of Shareholder value creation. The Company anticipated that the final terms and conditions of the new scheme would be put before the Shareholders for consideration at the Meeting.

Further information in relation to the previous benchmarking report prepared by Loftswood is provided in the Company's Remuneration Report for the year ended 30 June 2023.

Subsequent to the release of the Remuneration Report, the Company has continued to work closely with Loftswood to design and implement such a scheme to build employee engagement and provide rewards in the form of equity for Key Management Personnel and senior leaders for the achievement of long-term, sustainable growth.

The recommendations contained in this Notice of Meeting in relation to Resolutions 5 and 6, to grant Performance Rights to Chief Executive Officer, Rodney Damon Cocks, and Chief Commercial Officer, Guy Rothwell Headley, have been made based on advice and relevant benchmarking data provided to the Company by Loftswood. Further, the Board considers that the granting of these securities to Mr. Cocks and Mr. Headley would be a cost effective and efficient reward for the Company to make to appropriately incentivise their continued performance, and is consistent with the strategic goals and long-term targets of the Company.

### 7.2 Listing Rule 7.1

If Shareholders approve Resolutions 5 and 6 pursuant to Listing Rule 10.14, then approval is not required for the purposes of Listing Rule 7.1. Accordingly, if Resolutions 5 and 6 are approved and the Performance Rights are issued, those Performance Rights will not be included in the calculation of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

### 7.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Performance Rights and Options to Mr. Cocks and Mr. Headley (and/or their respective nominee(s)) constitutes giving a financial benefit and Mr. Cocks and Mr. Headley are related parties of the Company by virtue of each of them being a Director.

The Directors (with Mr. Cocks and Mr. Headley abstaining) have formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Performance Rights and Options to Mr. Cocks and Mr. Headley (and/or their respective nominee(s)), because the issue of Performance Rights and Options constitutes reasonable remuneration payable to Mr. Cocks and Mr. Headley in accordance with the exception set out in section 211 of the Corporations Act.

### 7.4 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme (such as the Amended Plan):

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an Associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The issue of Performance Rights to Mr. Cocks and Mr. Headley falls within Listing Rule 10.14.1 and therefore requires the approval of the Shareholders under Listing Rule 10.14.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of Performance Rights to Mr. Cocks and Mr. Headley (and/or their respective nominee(s)). respectively.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of the Performance Rights which are the subject of that Resolution and the Company may consider alternative commercial means to incentivise Mr. Cocks or Mr. Headley (as the case may be), including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

### 7.5 Specific information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of Options and Performance Rights pursuant to Resolutions 5 and 6:

<b>Name of the person acquiring the Performance Rights</b>	The Performance Rights will be granted to Rodney Damon Cocks (and/or his nominee(s)) pursuant to Resolution 5 and to Guy Rothwell Headley (and/or his nominee(s)) pursuant to Resolution 6.
<b>Which category in Listing Rules 10.14.1 – 10.14.3 Mr. Cocks and Mr. Headley fall within and why</b>	Mr. Cocks and Mr. Headley both fall within Listing Rule 10.14.1 as they are both Directors.
<b>The number and class of securities proposed to be issued to Mr. Cocks and Mr. Headley under the Amended Plan pursuant to Resolutions 5 and 6</b>	<p>The number of securities to be issued to Mr. Cocks (and/or his nominee(s)) pursuant to Resolution 5 and to Mr. Headley (and/or his nominee(s)) pursuant to Resolution 6 will, in each case, be calculated in accordance with the following formula:</p> $N = \frac{Y \times \text{FBS}}{P}$

Where:

	Resolution 5	Resolution 6
N =	The total number of Performance Rights to be issued to Mr. Cocks	The total number of Performance Rights to be issued to Mr. Headley
Y =	80%	60%
FBS =	Fixed base salary for Mr. Cocks for FY2024 excluding superannuation, being \$450,000	Fixed base salary for Mr. Headley for FY2024 excluding superannuation, being \$382,000
P =	5-day VWAP of the Shares on ASX between 4 December 2023 to 8 December 2023	5-day VWAP of the Shares on ASX between 4 December 2023 to 8 December 2023

**The number and class of securities proposed to be issued to Mr. Cocks and Mr. Headley under the Amended Plan pursuant to Resolutions 5 and 6**

cont.

Where the calculation of the number of Performance Rights to be issued to Mr. Cocks or Mr. Headley would result in the issue of a fraction of a Performance Right, then any such fractional entitlement will be rounded down to the nearest whole number of Performance Rights.

By way of illustration only, assuming a 'P' value of \$0.37:

(a) if Resolution 5 were passed, Mr. Cocks would be issued 972,973 Performance Rights; and

(b) if Resolution 6 were passed, Mr. Headley would be issued 619,459 Performance Rights.

However, the exact number of Performance Rights to be issued cannot be calculated before close of trading of Shares on 8 December 2023.

**Details (including amount) of Mr. Cocks' and Mr. Headley's current total remuneration package**

Details of Mr. Cocks' and Mr. Headley's current total remuneration package is as follows:

Director	Current total remuneration package
Mr. Cocks	Base salary of \$450,000 per annum, plus statutory superannuation, plus an STI payment of up to 50% of base salary, plus potential LTI grants from time to time, plus reimbursement of insurances up to a maximum of \$6,000 per annum
Mr. Headley	Base salary of \$382,000 per annum, plus statutory superannuation, plus an STI payment of up to 40% of base salary, plus potential LTI grants from time to time, plus reimbursement of insurances up to a maximum of \$6,000 per annum

**The number of securities that have previously been issued to Mr. Cocks and Mr. Headley under the Amended Plan and the average acquisition price (if any) paid by Mr. Cocks and Mr. Headley for those securities**

No securities have previously been issued to Mr. Cocks and Mr. Headley under the Amended Plan.

For completeness, the Company notes that the following securities were previously issued to Mr. Cocks and Mr. Headley under the Old Plan:

Director	Securities issued under the Old Plan
Mr. Cocks	1,000,000 Performance Rights and 4,500,000 Options
Mr. Headley	1,000,000 Performance Rights and 4,500,000 Options

No acquisition price was paid by Mr. Cocks or Mr. Headley in relation to the securities issued to them under the Old Plan.

**A summary of the material terms of the Performance Rights**

Refer to Schedule 2 for a summary of the material terms of the Performance Rights proposed to be issued to Mr. Cocks and Mr. Headley (and/or their respective nominee(s)) subject to Resolutions 5 and 6 being passed (respectively).

**An explanation of why Performance Rights are being used**

The Performance Rights are proposed to be issued to incentivise the future performance of Mr. Cocks and Mr. Headley, to align each of their respective interests with Shareholders consistently with the strategic goals and growth of the Company and to ensure that the total remuneration paid to these Directors is both equitable and competitive by market standards. The issue of these securities is also believed by the Company to be a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were awarded to Mr. Cocks and Mr. Headley.

In addition to the above, the Board considers that Performance Rights, rather than Shares, are an appropriate form of incentive for the following reasons:

- (a) the Performance Rights are unlisted, and therefore the grant of these securities has no immediate dilutionary impact on Shareholders;
- (b) in cases where a Director ceases employment with the Company prior to the vesting of his or her Performance Rights, the related securities are generally forfeited; and
- (c) the issue of the securities is expected to provide a deferred taxation benefit that is available to Mr. Cocks and Mr. Headley in respect of an issue of the securities. This may also be beneficial to the Company as it means that these Directors are less likely to be required to immediately sell the securities to fund a tax liability (as could be the case in an issue of Shares where the tax liability arises upon issue of the Shares).

It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights on the terms proposed.

**The value Vitura Health attributes to the Performance Rights and its basis**

The value of the Performance Rights to be issued has been determined with reference to Mr. Cocks' and Mr. Headley's respective fixed base salary (excluding superannuation) for FY2024. The maximum value of the Performance Rights to be granted to Mr. Cocks is \$360,000 (being 80% of that base salary for Mr. Cocks) and the maximum value of the Performance Rights to be granted to Mr. Headley is \$229,200 (being 60% of that base salary for Mr. Headley).

Refer also to the discussion in section 7.1 above in relation the advice and relevant benchmarking data provided to the Company by Loftswood.

**The date on or by which Vitura Health will issue the Performance Rights to Mr. Cocks and Mr. Headley under the Amended Plan**

If Resolution 5 is passed, the Performance Rights to be issued to Mr. Cocks (and/or his nominee(s)) are expected to be issued no later than one month after the date of the Meeting but in any event, the Performance Rights will be issued no later than the date that is 3 years after the date of the Meeting.

Similarly, if Resolution 6 is passed, the Performance Rights to be issued to Mr. Headley (and/or his nominee(s)) are expected to be issued no later than one month after the date of the Meeting but in any event, the Performance Rights will be issued no later than the date that is 3 years after the date of the Meeting.

<b>The price at which the Performance Rights will be issued under the Amended Plan</b>	The Performance Rights will be issued for nil consideration.
<b>A summary of the material terms of the Amended Plan</b>	Refer to Schedule 1 for a summary of the material terms of the Amended Plan.
<b>A summary of the material terms of any loan that will be made to Mr. Cocks or Mr. Headley in relation to the acquisition of the Performance Rights</b>	Vitura Health will not make any loans to Mr. Cocks or Mr. Headley in relation to the acquisition of the Performance Rights.
<b>Statement required Listing Rule 10.15.11</b>	<p>Details of any securities issued under the Amended Plan will be published in the annual report of Vitura Health relating to the period in which they were issued, along with a statement that the approval for issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Amended Plan after Resolutions 5 and/or 6 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement is included in the Voting Exclusions and Prohibitions section of the Notice of Meeting for Resolutions 5 and 6.

## 7.6 Board recommendations

The Board, excluding Mr. Cocks who abstains from making a recommendation given his personal interest in Resolution 5, unanimously recommends Shareholders vote **FOR Resolution 5**.

The Board, excluding Mr. Headley who abstains from making a recommendation given his personal interest in Resolution 6, unanimously recommends Shareholders vote **FOR Resolution 6**.

## 8 RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES TO THE REGAL NOMINEE UNDER THE DoD ACQUISITION

### 8.1 Background

On 18 October 2023, Vitura Health entered into agreements (including the DoD Share Sale and Subscription Agreement) to acquire 100% of the issued share capital of DoD (being Doctors on Demand Pty Ltd) (**DoD Acquisition**).

The total consideration payable by Vitura Health to the DoD Vendors under the DoD Acquisition is as follows:

- (a) \$6.25 million was to be paid by the issue of 17,380,423 Shares (being the Shares the subject of Resolution 7) to Regal (or its nominee) on DoD Completion at a deemed issue price of \$0.3596 per Share (being the seven-day VWAP of Shares on ASX as at close of trading on 18 October 2023);
- (b) \$12.5 million in cash was to be paid to the DoD Vendors in their respective proportions on DoD Completion (subject to any typical working capital adjustments to be calculated post-DoD Completion); and
- (c) \$6.25 million in cash is to be paid to DoD Vendors (other than Regal) in their respective proportions on the date that is 12 months from the date of DoD Completion.

The DoD Acquisition completed on 26 October 2023 (**DoD Completion**) and the Company issued 17,380,423 Shares to the Regal Nominee, without Shareholder approval under Listing Rule 7.1 in accordance with the DoD Share Sale and Subscription Agreement.

Refer to the Company's ASX announcement dated 19 October 2023 for further information on the DoD Acquisition.

Resolution 7 seeks ratification pursuant to Listing Rule 7.4 for the 17,380,423 Shares issued to the Regal Nominee on 26 October 2023 in accordance with the DoD Share Sale and Subscription Agreement.

### 8.2 Listing Rule 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Shares to the Regal Nominee does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Resolution 7 seeks Shareholder approval to ratify the previous issue of Shares to the Regal Nominee under and for the purposes of Listing Rule 7.4.



If Resolution 7 is passed, the issue of 17,380,423 Shares to the Regal Nominee will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the issue of 17,380,423 Shares to the Regal Nominee will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

### 8.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the Shares issued to the Regal Nominee which are the subject of Resolution 7:

<b>Name of the person who acquired the Shares</b>	The Shares were issued to the Regal Nominee, being Merrill Lynch (Australia) Nominees Pty Limited, as partial consideration for the DoD Acquisition.
<b>The number and class of securities Vitura Health issued</b>	In total, 17,380,423 Shares (being fully paid ordinary shares in the capital of Vitura Health) were issued to the Regal Nominee.
<b>The date on which the Shares were issued</b>	The Shares were issued to the Regal Nominee on 26 October 2023.
<b>The price or other consideration Vitura Health has received or will receive for the issue of the Shares</b>	As noted above, Vitura Health acquired 100% of the issued share capital of DoD from the DoD Vendors pursuant to the DoD Acquisition. The Shares issued to the Regal Nominee represent part consideration (with a value of \$6.25 million) under the DoD Acquisition, at an issue price of \$0.3596 per Share.
<b>The purpose of the issue, including the intended use of any funds raised by the issue</b>	The Shares were issued to satisfy Vitura Health's obligation to pay part of the consideration (with a value of \$6.25 million) under the DoD Acquisition.  No funds were raised by the issue of the Shares.
<b>Material terms of the agreement under which the Shares were issued to the Regal Nominee</b>	Refer to Schedule 3 for summary of the material terms of the DoD Share Sale and Subscription Agreement, being the agreement pursuant to which the Regal Nominee was issued the Shares.

### 8.4 Board recommendation

The Board unanimously recommends Shareholders who are not excluded from voting on Resolution 7 vote **FOR Resolution 7**.

## 9 RESOLUTIONS 8 TO 10 – REQUISITIONED RESOLUTIONS NOT ENDORSED BY THE BOARD

### 9.1 General

On 27 September 2023, the Company received a notice pursuant to section 249N of the Corporations Act from Shane Francis Tanner (**S Tanner**), acting on behalf of Benjamin Jansen's wife, Elizabeth Sarah Jansen as trustee for the Stanford Investment Trust (**E Jansen**) regarding the intention of E Jansen to move resolutions for the appointment of:

- (a) S Tanner;
- (b) Mariota Eddison Smutz;
- (c) Nathan James Hight (**N Hight**); and
- (d) Benjamin David Ngahuia Jansen (**B Jansen**),

as Directors at the Meeting (**Jansen Notice**).

On 5 October 2023, the Company received a further notice from E Jansen withdrawing the proposed resolution in the Jansen Notice for the appointment of Mariota Eddison Smutz as Director of the Company.

Accordingly, **Resolutions 8 to 10**, which relate to the proposed appointments of S Tanner, N Hight and B Jansen (collectively, the **Jansen Nominees**) as Directors, will be considered at the Meeting pursuant to the Jansen Notice issued by E Jansen. These nominations and the Jansen Notice are **NOT ENDORSED** by the Board.

In accordance with clause 39.3 of the Constitution, Vitura Health may appoint a person as a Director by a resolution passed in a general meeting.

The Board unanimously recommends Shareholders vote **AGAINST Resolutions 8, 9 and 10** for reasons such as those set out in section 9.4 below.

### 9.2 Relevant skills and experience of the Jansen Nominees

The Company notes the following in relation to the relevant skills and experience of the Jansen Nominees. This information is based on either information provided by E Jansen, publicly available information in relation to the Jansen Nominees or information otherwise known to the Company in relation to S Tanner and B Jansen based on the Company's prior dealings with those Jansen Nominees. The Company has not independently verified any information that was provided by E Jansen or any information that was publicly available in relation to the Jansen Nominees.

#### (a) S Tanner

S Tanner served as a Director of the Company, and as Independent Chairman of the Board, from 9 October 2018 until 11 April 2022 when he resigned in order to pursue "a number of private investments". He is the current Chairman of Paragon Care Limited (ASX: PGC) and Paragon Care Limited's 2023 Annual Report notes that he was the founding CEO of Symbion Health and also formerly a director of Funtastic Limited (ASX: FUN), Rhythm Biosciences Limited (ASX: RHY) and Victory Offices Limited (ASX: VOL). S Tanner has strategy and transaction experience, including whilst working at Mayne Group via the IPO of telecommunications company, Optus Communications. S Tanner's qualifications include Dip Bus (RMIT), Grad Dip Bus (Swinburne), FCPA, ACIS and MAICD.

#### (b) N Hight

N Hight is a founder and CEO of Safe 365, a digital health and safety platform assisting businesses to assess, manage and improve their health and safety performance. He has capabilities including enterprise risk management and has experience in digital industries. N Hight has previously held management roles with Surf Life Saving Australia and New Zealand. N Hight holds a Bachelor of Sport & Exercise Science and a Postgraduate Certificate in Sport & Exercise Science with majors in high performance coaching, exercise physiology (Wintec - Waikato Institute of Technology, New Zealand). N Hight is also a certified professional risk manager (Asia Risk Management Institute) and has completed a Company Directors' Course (Institute of Directors, New Zealand).

(c) **B Jansen**

B Jansen served as a Director and as Chief Medical Officer of the Company from 16 December 2021 until 22 September 2022, at which point his employment as Chief Medical Officer was terminated for cause and, in accordance with the Constitution, his office as Director was vacated. He was a founding director of CDA Health Pty. Ltd. and Cannabis Doctors Australia Pty. Ltd., both of which were acquired by the Company in December 2021, and has played a role in advocating access and education for medicinal cannabis patients in Australia. B Jansen's qualifications include FRACGP, FRNZCUCP, FRNZCGP, MBChB, BHB, PGDipSpMed and PGDipCEM.

### 9.3 Statement by Cronos Global Holdings Inc.

A members' statement in relation to the Requisitioned Resolutions prepared by Cronos Global Holdings Inc., being a substantial holder in Vitura Health, has been attached as Annexure A to this Notice of Meeting in accordance with section 249P of the Corporations Act.

### 9.4 Board recommendation

The Board considers that it is in the best interests of the Company (including the Shareholders as a whole) that the Requisitioned Resolutions are not passed because, among other things (for example, the matters referred to in the Company's Notice of Annual General Meeting and Explanatory Statement dated 28 October 2022 on pages 12 to 16 of that notice), the Board is of the view that each of the Jansen Nominees will not meet the current requisite independence, skills and experience requirements of the Company.

The Company has a well-defined Board succession and renewal planning process to identify and nominate potential new Directors to the Board who have an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of its business. This is an ongoing responsibility of the Board and the Board periodically reflects on its future needs in the context of the skills and experience currently represented among the Directors.

For example, following the resignation of the Company's former Chair in September 2023, the Company commenced a search for a suitably qualified and experienced independent Director to join the Board as per the Company's announcement dated 6 September 2023. As part of this process, in consultation with an independent recruitment firm, the Company has prepared a matrix of the skills and experience that the Board believes suitable candidates should possess in order for them to be appointed as a Director.

The Board does not consider that any of the Jansen Nominees would satisfy that matrix of skills and experience to satisfy the current requirements of the Company.

Further, the Board's plans have focused on securing a Director who is 'independent' in line with ASX Corporate Governance Council guidance. Under the Company's Board Charter (which is available on the Company's website), a Director is considered independent by the Company if the Director is free of any interest, position, association or relationship that might influence, or be reasonably perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

The Board does not consider that any of the Jansen Nominees will satisfy the requirements to be an 'independent' Director given that E Jansen and B Jansen are collectively the largest shareholders of the Company, who together hold approximately 20.7% of the Shares as at the date of this Notice of Meeting, the E Jansen Notice was provided to the Company by S Tanner on behalf of E Jansen, and each of the Jansen Nominees have been nominated by E Jansen.

For the reasons set out above, which are non-exhaustive, the Board is of the view that each of the Jansen Nominees will not meet the current requisite independence, skills and experience requirements of the Company and accordingly, the Board unanimously recommends Shareholders vote **AGAINST Resolutions 8, 9 and 10**.

## 10 GLOSSARY

Unless the context otherwise requires, the singular includes the plural and vice versa, and the following terms will have the following meaning:

**Amended Plan** has the meaning given to that term in Resolution 4.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to it by the Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

**B Jansen** means Benjamin David Ngahua Jansen.

**Board** means the board of Directors of Vitura Health at the date of this Notice of Meeting.

**Chair** means the Chair of the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Constitution** means Vitura Health's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended from time to time.

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Director** means a director of Vitura Health.

**DoD** means Doctors on Demand Pty Ltd ACN 163 312 570.

**DoD Acquisition** has the meaning given to that term in section 8.1 of the Explanatory Statement.

**DoD Completion** has the meaning given to that term in section 8.1 of the Explanatory Statement.

**DoD Share Sale and Subscription Agreement** means the share sale and subscription agreement between the Company, Regal and the DoD Vendors other than Kirsty Garrett and Yeates Ventures Pty Ltd ACN 159 475 859 dated 19 October 2023.

**DoD Vendors** means Supercomp No. 19 Pty Ltd ACN 065 448 286 as trustee for Tacos Superannuation Fund, JNWCL Pty Ltd ACN 146 028 006 as trustee for Martin Superannuation Fund, John Daniel Martin as trustee for JDM Family Trust, Sigma Company Limited ACN 004 132 923, Kirsty Garrett and Yeates Ventures Pty Ltd ACN 159 475 859 and Regal.

**E Jansen** means Elizabeth Sarah Jansen as trustee for the Stanford Investment Trust.

**Employee** means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act, on the basis that the Company is the "body corporate" referred to in that definition) and has been determined by the Board to be eligible to participate in the Amended Plan from time to time.

**Employee Share Scheme** has the meaning given to that term in the Corporations Act.

**Equity Security** has the meaning given in the Listing Rules.

**ESS Interest** has the meaning given to that term in the Corporations Act.

**Explanatory Statement** means the explanatory statement enclosed with the Notice of Meeting.

**FY** means financial year.

**HIN** means Holder Identification Number.

**Jansen Nominees** means S Tanner, N Hight and B Jansen.

**Jansen Notice** has the meaning given to that term in section 9.1 of the Explanatory Statement.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.

**Listing Rules** means the official listing rules of ASX.

**Meeting** means the 2023 Annual General Meeting of the Shareholders of Vitura Health to which this Notice of Meeting relates.

**N Hight** means Nathan James Hight.

**Notice of Meeting** means this notice of annual general meeting and explanatory statement.

**Old Plan** has the meaning given to that term in section 6.1 of the Explanatory Statement.

**Option** means an option to acquire a Share issued under the Old Plan or to be issued under the Amended Plan, as the context requires.

**Performance Right** means a performance right issued under the Old Plan or to be issued under the Amended Plan, as the context requires.

**Proxy Form** means the proxy form that accompanies the Notice of Meeting.

**Regal** means Regal Funds Management Pty Ltd ACN 107 576 821 as trustee for Regal Emerging Companies Fund III and Regal Emerging Companies Opportunities Fund.

**Regal Nominee** means Merrill Lynch (Australia) Nominees Pty Limited.

**Remuneration Report** means the Remuneration Report section of the Directors' Report for Vitura Health for the year ended 30 June 2023.

**Requisitioned Resolutions** means **Resolutions 8, 9 and 10** which have been requisitioned by E Jansen pursuant to the E Jansen Notice and are **NOT ENDORSED** by the Board.

**Resolutions** means the resolutions that are set out and explained in the Notice of Meeting.

**S Tanner** means Shane Francis Tanner.

**Share** means a fully paid ordinary share in the capital of Vitura Health.

**Share Registry** means Computershare Limited.

**Shareholder** means a holder of one or more Shares.

**SRN** means Shareholder Reference Number.

**Vitura Health** or **Company** means Vitura Health Limited ACN 629 071 594.

**VWAP** means volume weighted average price.

## SCHEDULE 1: SUMMARY OF THE TERMS OF THE AMENDED PLAN

<b>Invitation</b>	The Board may, from time to time, in its absolute discretion, operate the Amended Plan and invite Employees to participate in the Amended Plan.
	The Board may determine the type and number of Awards to be issued under the Amended Plan and other terms of issue of the Awards.
<b>Awards</b>	The Board may grant Performance Rights, Options and/or restricted Shares (collectively, <b>Awards</b> ) under the Amended Plan. Subject to terms and conditions of the individual offers determined by the Board and the rules of the Amended Plan:
	(a) a Performance Right is a right under the Amended Plan to be issued one or more Shares;
	(b) an Option is an option granted under the Amended Plan to subscribe for, acquire and/or be allocated (as determined by the Board in its sole and absolute discretion) one Share; and
	(c) a restricted Share is a Share granted under the Amended Plan that is subject to dealing restrictions until vesting.
<b>Participants</b>	Participants in the Amended Plan may be Employees or 'Related Persons' of Employees (where Awards are issued to that Related Person as nominee of the Employee in accordance with the rules of the Amended Plan).
	A Related Person may be, subject to the Corporations Act:
	(a) a spouse, parent, child or sibling of an Employee;
	(b) another body corporate controlled by the Employee or a person mentioned in paragraph (a) above;
	(c) a body corporate that is the trustee of a self-managed superannuation fund (within the meaning of the <i>Superannuation Industry (Supervision) Act 1993</i> (Cth)) where the Employee is a director of the body corporate; or
	(d) any other person deemed a 'Related Person' by the Board.
<b>Terms of participation</b>	Participants are deemed to have agreed to be bound by:
	(a) the rules of the Amended Plan;
	(b) the terms of the invitation letter received from Vitura Health;
	(c) the Constitution; and
	(d) the trading policy that applies to Vitura Health from time to time in respect of the Shares and any other relevant Vitura Health policies.
<b>Title</b>	Unless the Board determines otherwise, a grant of Awards is personal to each participant and cannot be transferred to other persons or entities without the written consent of the Board.
<b>Entitlements</b>	For each Performance Right or Option allocated, a participant shall not be entitled to vote, receive dividends or distributions, or have any other rights of a Shareholder in respect of that Award until the underlying Shares are allocated to the participant following vesting and, if applicable, exercise of the Options.
	For each restricted Share allocated, a participant shall be entitled to vote, receive dividends or distributions, and have any other rights of an ordinary Shareholder in respect of the Shares.

**Issue cap**

An invitation to an Employee to acquire Awards in respect of which monetary consideration is payable (either upfront, or at any future stage, for the grant, issue or transfer of Awards or the conversion or exercise of Awards) may only be made under the Amended Plan if the Company reasonably believes that:

- (a) the total number of Shares that may be issued comprising the Awards (including upon exercise or conversion of Options or Performance Rights); and
- (b) the total number of Shares that have been issued, or may be issued, comprising:
  - (i) Awards (including upon exercise or conversion of Options or Performance Rights) issued, or which may be issued, under invitations that were made in connection with the Amended Plan; and
  - (ii) ESS Interests (including upon exercise or conversion of ESS Interests) issued, or which may be issued, under offers that were made in connection with any Employee Share Scheme other than the Amended Plan,
 (in aggregate, and whether offered for monetary consideration or no monetary consideration) during the previous three (3) years ending on the day the proposed invitation is made,

does not exceed 5% of the total number of Shares on issue as at the start of the day on which the proposed invitation is made (or if the Constitution specifies an issue cap percentage for the purposes of section 1100V(2)(a) of the Corporations Act, that percentage).

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**Lapse**

Unvested Awards will lapse in whole or in part upon the earliest of:

- (a) the date specified in the invitation letter, or if no date is specified, 10 years after the Award was granted to the participant;
- (b) a circumstance or event described in the Amended Plan rules or the invitation letter that has the effect of lapsing an Award; or
- (c) any condition imposed under the Amended Plan rules or an invitation letter not being satisfied.

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**Vesting**

The Board will determine the extent to which Awards vest and the date that the Awards will vest. In making a determination, the Board will, to the extent relevant to the award:

- (a) test or measure any applicable conditions and determine the extent to which the conditions have been satisfied and Awards vest; and
  - (b) determine whether any dealing restrictions apply following vesting of Awards.
-

### Variation of capital

If there is a variation of capital event, the Board in its absolute discretion may adjust:

- (a) the number of Performance Rights or Options to which a Participant is entitled (including granting or lapsing Performance Rights or Options);
- (b) the exercise price of Performance Rights or Options; and/or
- (c) the amount payable for the acquisition of a Performance Right or Option.

It is intended that the Board would exercise its discretion to ensure that participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.

If new Performance Rights or Options are granted as part of such an adjustment, or Shares are allocated to a participant with respect to Restricted Shares as a result of a variation of capital, such Awards will, unless the Board determines otherwise, be subject to the same terms and conditions as the original Awards, including without limitation, any condition.

If there is a reorganisation of capital, the rights of each participant who has been allocated Awards will be adjusted in the manner required by the Listing Rules applying at the time of the reorganisation.

If there is a pro rata issue or bonus issue of new Shares to Shareholders:

- (a) each participant who has been allocated Shares will participate in the issue in the same manner as Shareholders;
- (b) each participant who has been allocated Performance Rights or Options may not participate in the new issue unless those Awards have vested and, if applicable, been exercised in accordance with the Amended Plan's rules; and
- (c) the exercise price, or number of Shares over which the Performance Rights or Options may vest or may be exercised, as applicable, will, in the case of a pro-rata issue, be adjusted in accordance with Listing Rule 6.22.2 (or any replacement rule) and, in the case of a bonus issue, be adjusted in accordance with Listing Rule 6.22.3 (or any replacement rule).

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### Change of control

If a change of control event occurs, the Board may determine in its absolute discretion the treatment of a participant's Awards and the timing of such treatment. If the Board does not exercise its discretion, a pro-rata number of each participant's unvested Awards will vest (based on the proportion of the period that has elapsed at the time of the change of control). Where a participant holds a vested Award at the date of the change of control:

- (a) for each vested Performance Right or Option requiring exercise, the participant will have 30 days from the date of the change of control, or such other period as the Board determines, in which to exercise their Award. Any Awards not exercised within this period will lapse;
  - (b) for each vested Performance Right that is automatically exercised, the Company will have 30 days, or such other period as the Board determines, from the date of the change of control, in which to settle the vested Performance Right; and
  - (c) for each vested restricted Share, the Company shall have the disposal restrictions lifted within 30 days from the date of the change of control, or such other period as the Board determines.
-



<b>Ceasing employment</b>	If a participant ceases to be an Employee by reason of termination for cause (including gross misconduct), all Awards (whether vested or unvested) will lapse immediately, unless determined otherwise by the Board. Upon an Employee's resignation or death, unless determined otherwise by the Board, any unvested Awards in respect of that Employee will lapse immediately, while vested Awards that require exercise will lapse if the participant does not exercise the Award within 60 days (or such greater period determined by the Board in its sole discretion in respect of some or all of those Awards) of ceasing employment.
<b>Variation or clawback of Awards</b>	<p>The Board may vary the number of unvested Awards downwards (including to nil) if, in the Board's discretion, one of the following circumstances has occurred or is likely to occur:</p> <ul style="list-style-type: none"> <li>(a) fraud, dishonest or gross misconduct in relation to the affairs of the group or any group company;</li> <li>(b) material non-compliance or misstatement with any financial report requirement of the group or any group company;</li> <li>(c) breach of any obligation to the group or any group company, including compliance with any applicable policy,</li> </ul> <p>and if the role, conduct, capability or performance of the participant in respect of one of the circumstances justifies the variation.</p>
<b>Other terms</b>	<p>Notwithstanding any provision in the Amended Plan or an Invitation Letter, no Award or Shares may be granted, issued, allocated, acquired, transferred or otherwise dealt with under the Amended Plan if doing so would contravene the Constitution, the Corporations Act, Listing Rules, or any other applicable law or require the Company or a group company to pay, provide or procure the payment or provision of money or benefits which would require Shareholder approval under Part 2D.2, Division 2 of the Corporations Act, unless Shareholder approval has been obtained.</p> <p>The Amended Plan also contains customary and usual terms for dealing with administration, variation, suspension and termination of the Amended Plan.</p>

## SCHEDULE 2: SUMMARY OF THE MATERIAL TERMS OF THE PERFORMANCE RIGHTS TO BE ISSUED PURSUANT TO RESOLUTIONS 5 AND 6

<b>Entitlement</b>	Each Performance Right confers an entitlement to be provided with one Share, credited as fully paid, at no cost, upon the full satisfaction of the vesting conditions (described below).
<b>Issue price</b>	The Performance Rights will be granted for nil consideration on the basis their grant represents an incentive for future performance, and will be subject to vesting conditions.
<b>Vesting Date</b>	Subject to the terms of the Amended Plan and the Board's discretion to determine otherwise, the Performance Rights will automatically vest on the date that is two clear business days following the release of the Company's FY26 financial report.
<b>Vesting conditions</b>	<p>The Performance Rights issued to the participant will vest and convert into Shares if, over the 3-year measurement period of 1 July 2023 to 30 June 2026 (<b>Performance Period</b>), the performance hurdles set out below are achieved.</p> <p>Half of the Performance Rights will be subject to the absolute total shareholder return (<b>TSR</b>) compound annual growth rate (<b>CAGR</b>) condition (<b>TSR Performance Rights</b>) and the other half of the Performance Rights will be subject to the basic earnings per Share (<b>Basic EPS</b>) growth performance condition (<b>EPS Performance Rights</b>).</p> <p><b>TSR (50% weighting)</b></p> <p>TSR will be measured as the increase in the Company's Share price (assuming dividends are reinvested) from the 5-day VWAP of the Shares on ASX between 4 December 2023 to 8 December 2023. Growth in the Company's Share price will be measured by reference to the Company's Share price as at 30 June 2026.</p> <p>The number of TSR Performance Rights that will vest on the vesting date will be determined as follows:</p> <ol style="list-style-type: none"> <li>if the CAGR for TSR for the Performance Period is less than 7.5%, then no TSR Performance Rights will vest;</li> <li>if the CAGR for TSR for the Performance Period is 7.5%, then 40% of the TSR Performance Rights will vest;</li> <li>if the CAGR for TSR for the Performance Period is between 7.5% and 15% (exclusive), the TSR Performance Rights will vest on a straight-line pro rata basis between that range; and</li> <li>if the CAGR for TSR for the Performance Period is 15% or more, then 100% of the TSR Performance Rights will vest.</li> </ol>

**Vesting conditions**

cont

**EPS (50% weighting)**

The Basic EPS growth performance condition will be measured as the average of year-on-year changes in the Company's basic earnings per Share (which is calculated by dividing the profit attributable to owners of the Company by the total combined weighted average number of Shares outstanding at the end of the financial year) as reported in the Company's annual financial reports measured over the Performance Period, using FY23 as the base year and FY26 as the end year. The Company's reported Basic EPS for FY23 was 2.49 cents per share (with rounding).

The number of EPS Performance Rights that will vest on the vesting date will be determined as follows:

- (a) if the averaged year-on-year growth in the Basic EPS over the three-year Performance Period is less than 10%, then no EPS Performance Rights will vest;
- (b) if the averaged year-on-year growth in the Basic EPS over the three-year Performance Period is 10%, then 40% of the EPS Performance Rights will vest;
- (c) if the averaged year-on-year growth in the Basic EPS over the three-year Performance Period is between 10% and 15% (exclusive), the EPS Performance Rights will vest on a straight line pro rata basis between that range; and
- (d) if the averaged year-on-year growth in the Basic EPS over the three-year Performance Period is 15% or more, then 100% of the EPS Performance Rights will vest.

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**Shares**

Shares issued on exercise of the Performance Rights will rank equally with all existing Shares at the date of issue. The Company will apply for quotation on ASX of the Shares issued on the vesting of each Performance Right.

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**Amended Plan**

The Performance Rights will be granted in accordance with, and subject to, the Amended Plan.

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### SCHEDULE 3: SUMMARY OF THE MATERIAL TERMS OF THE DOD SHARE SALE AND SUBSCRIPTION AGREEMENT

<b>Parties</b>	The parties to the DoD Share Sale and Subscription Agreement are as follows: <table border="0" style="margin-left: 20px;"> <tr> <td style="vertical-align: top;"><b>Sellers</b></td> <td>Supercomp No. 19 Pty. Ltd. ACN 065 448 286 as trustee for Tacos Superannuation Fund JNWCL PTY LTD ACN 146 028 006 as trustee for Martin Superannuation Fund John Daniel Martin as trustee for JDM Family Trust Sigma Company Limited ACN 004 132 923 (<b>Sigma</b>) Regal</td> </tr> <tr> <td style="vertical-align: top;"><b>Vitura Health</b></td> <td>Vitura Health Limited ACN 629 071 594</td> </tr> </table>	<b>Sellers</b>	Supercomp No. 19 Pty. Ltd. ACN 065 448 286 as trustee for Tacos Superannuation Fund JNWCL PTY LTD ACN 146 028 006 as trustee for Martin Superannuation Fund John Daniel Martin as trustee for JDM Family Trust Sigma Company Limited ACN 004 132 923 ( <b>Sigma</b> ) Regal	<b>Vitura Health</b>	Vitura Health Limited ACN 629 071 594
<b>Sellers</b>	Supercomp No. 19 Pty. Ltd. ACN 065 448 286 as trustee for Tacos Superannuation Fund JNWCL PTY LTD ACN 146 028 006 as trustee for Martin Superannuation Fund John Daniel Martin as trustee for JDM Family Trust Sigma Company Limited ACN 004 132 923 ( <b>Sigma</b> ) Regal				
<b>Vitura Health</b>	Vitura Health Limited ACN 629 071 594				
<b>DoD Acquisition</b>	Pursuant to the DoD Share Sale and Subscription Agreement, the Sellers agreed to sell to Vitura Health all shares held in DoD by the Sellers ( <b>Sale Shares</b> ), and to procure the sale of shares in DoD to be held by Kirsty Garrett and Yeates Ventures Pty Ltd ACN 159 475 859 on DoD Completion to Vitura Health ( <b>Employee Sale Shares</b> ).				
<b>DoD Completion</b>	DoD Completion occurred on 26 October 2023.				
<b>Consideration</b>	<p>The total consideration payable by Vitura Health under the DoD Share Sale and Subscription Agreement is as follows:</p> <ul style="list-style-type: none"> <li>(a) \$6.25 million was to be paid by the issue of 17,380,423 Shares to Regal (or its nominee) on DoD Completion at a deemed issue price of \$0.3596 per Share (being the seven-day VWAP of Shares on ASX as at close of trading on 18 October 2023);</li> <li>(b) approximately \$6.57 million was to be paid in cash to the Sellers other than Regal in their respective proportions on DoD Completion (subject to any typical working capital adjustments to be calculated post-DoD Completion);</li> <li>(c) approximately \$5.37 million was to be paid in cash to Regal on DoD Completion;</li> <li>(d) approximately \$5.76 million in cash is to be paid to the Sellers other than Regal in their respective proportions on the date that is 12 months from the date of DoD Completion.</li> </ul> <p>Vitura Health entered into a separate sale agreement in relation to the Employee Sale Shares and in aggregate, the total consideration payable by Vitura Health pursuant to that agreement for the Employee Sale Shares and the DoD Share Sale and Subscription Agreement for the Sale Shares is \$25 million.</p>				
<b>Conditions Precedent</b>	The DoD Completion was subject to limited conditions precedent relating to certain key employees of DoD entering into new executive employment agreements with Vitura Health, or its wholly owned subsidiaries, and Regal being issued shares in DoD upon conversion of all convertible notes in DoD held by Regal.				
<b>Warranties and indemnities</b>	Vitura Health and the Sellers have each provided warranties customary and usual for a transaction of this nature. Vitura Health and the Sellers have also agreed to indemnify each other against all losses incurred as a result of any of the other party's breach of warranties, except that Regal's liability for a breach of warranty will be limited to a claim against it in respect of any title warranty provided by Regal.				
<b>Other</b>	The DoD Share Sale and Subscription Agreement is otherwise on customary terms and conditions for a transaction of this nature, including pre-completion obligations, termination rights and restraints on the Sellers other than Regal and Sigma.				

# Annexure A: Statement by Cronos Global Holdings Inc.



**Cronos Group Inc.**  
111 Peter St. – Unit 300  
Toronto, ON M5V 2H1  
(416) 504-0004  
[www.thecronosgroup.com](http://www.thecronosgroup.com)

## **Statement from Cronos Global Holdings Inc., subsidiary of Cronos Group Inc. (NASDAQ : CRON, TSX : CRON) by Mike Gorenstein, Cronos Group Chairman, President and CEO**

As the third largest shareholder in Vitura, we strongly support management and do not support the three director nominations proposed by a shareholder.

Simply put, we believe Vitura is performing well and executing against its strategy. We do not believe that the risk of disrupting that momentum via these nominations is in the best interests of shareholders.

I co-founded and currently serve as the Chairman, President and CEO of Cronos Group – a leading global cannabinoid company. I also co-founded Gotham Green Partners – one of the largest private cannabis investment funds in the world. Cronos Group co-founded Cronos Australia, which later merged with CDA Health to form Vitura. I also previously served as a director of Cronos Australia.

The original idea for Cronos Australia was created in 2016 at a Wharton Business School Alumni event in Philadelphia between myself and my classmate and co-founder of Cronos Australia, Rodney Cocks. We had a dream to obtain a cannabis license, build a company that provides medical patients with access to cannabis and create long term value for stakeholders by investing in and developing the Australian cannabis market. And while I believe Vitura is still in the early innings, having already achieved profitability while maintaining rapid growth, I am pleased to see that dream becoming a reality.

I have the benefit of nearly a decade of experience operating and investing in the cannabis industry. The global cannabis industry has tremendous upside and potential but comes with its many challenges. What the team at Vitura has accomplished to date is nothing short of exceptional. Their strategic vision, consistent growth, and operational execution has resulted in performance that is enviable in this industry.

Vitura's most recent financial results, which include year-on-year increase in revenue of +75% and +129% increase in net profit after tax demonstrate the dedication and success of the executive team. I believe the Vitura executive team is delivering long-term shareholder value by executing against their plan and growing the business with discipline and diversification, exemplified by the recently announced acquisition of Doctors on Demand.

# Annexure A: Statement by Cronos Global Holdings Inc.



**Cronos Group Inc.**  
111 Peter St. – Unit 300  
Toronto, ON M5V 2H1  
(416) 504-0004  
[www.thecronosgroup.com](http://www.thecronosgroup.com)

We understand that the reason for the proposed director nominations is the desire to “rejuvenate the share price.” Cannabis capital markets can be inefficient but over the long term, like any sector, share price follows performance, not the other way around. We believe that so long as Vitura continues to execute and drive fundamental financial performance, it has increasing optionality to create value for shareholders, whether through continued organic and strategic growth or through continued returns of capital to shareholders.

We implore all shareholders of Vitura to carefully consider the risks around supporting the three director nominations made by a shareholder. We continue to be impressed by Vitura’s performance, and we see no reason to change course now and risk that performance.

## **About Cronos Group - (NASDAQ : CRON, TSX : CRON)**

Cronos is an innovative global cannabinoid company committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos is building an iconic brand portfolio. Cronos’ diverse international brand portfolio includes Spinach®, PEACE NATURALS®, and Lord Jones®.



**Vitura Health Limited**  
ABN 59 629 071 594

### Need assistance?

**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



### YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10.00 am (Melbourne time) Sunday, 26 November 2023.



VIT

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

#### PARTICIPATING IN THE MEETING

##### Corporate Representative

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". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

### Lodge your Proxy Form: **XX**

#### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: 19999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

#### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Samples/000001/000002/i12

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Vitura Health Limited hereby appoint

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Annual General Meeting of Vitura Health Limited to be held at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, Victoria 3000 at 10.00 am (Melbourne time) on Tuesday, 28 November 2023 and as a virtual meeting and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 4, 5 and 6 by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, 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.

**Your Board recommends (as provided in the Notice of Meeting) that Shareholders vote FOR Resolutions 2, 3, 5, 6 and 7 and AGAINST Resolutions 8, 9 and 10.**

The Board has abstained from making a recommendation in relation to Resolutions 1 and 4 for the reasons set out in the Notice of Meeting.

		For	Against	Abstain		For	Against	Abstain	
1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Appointment of Director - S Tanner (Resolution requisitioned and NOT ENDORSED by the Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Dr. Marcia A.M. Walker as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Appointment of Director - N Hight (Resolution requisitioned and NOT ENDORSED by the Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Appointment of Director - B Jansen (Resolution requisitioned and NOT ENDORSED by the Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of Amended Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval of Issue of Securities to Rodney D. Cocks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval of Issue of Securities to Guy R. Headley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Ratification of Issue of Shares to the Regal Nominee under the DoD Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

Except as prohibited by a voting exclusion or voting prohibition applicable in respect of a Resolution, the Chair of the Meeting intends to vote undirected proxies in **favour** of Resolutions 1 - 7 and **against** Resolutions 8 - 10. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3

Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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