

# Pharmacist+



# Notice of Annual General Meeting

Wednesday 30 May 2024

**NOTICE IS GIVEN** that the Annual General Meeting of Sigma Healthcare Limited (**Company** or **Sigma**) will be held as a hybrid meeting at 2.00pm Australian Eastern Standard Time on Thursday, 30 May 2024 at Fitzroy Ballroom Sofitel, 25 Collins Street Melbourne Victoria 3000 and online at <https://meetings.linkgroup.com/SIG24> (**Meeting**).

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that Shareholders are given as much notice as possible. Further information will be made available on the Company's website at [sigmahealthcare.com.au](http://sigmahealthcare.com.au) or on the Australian Securities Exchange (**ASX**).

Members will be able to participate in, and vote at, the meeting online, in proxy or in person. More information about how to participate in the Meeting is set out in this Notice of Meeting in the Explanatory Notes under the heading "Participating in the meeting".

To vote by proxy, you should use the enclosed proxy form to appoint your proxy. You can also lodge your proxy online at <https://investorcentre.linkgroup.com>. More information about voting by proxy is set out in this Notice of Meeting under the Explanatory Notes under the heading "Appointment of proxies".

## Items of Business

### 1 Chair's Address

### 2 Financial Statements and Reports

To receive and consider the Company's Financial Report and Directors' and Auditor's Reports for the year ended 31 January 2024.

### 3 Remuneration Report

#### Resolution 1 – Adoption of Remuneration Report

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

*"That the Remuneration Report for the year ended 31 January 2024 contained in the Company's 2024 Annual Report, be adopted."*

The vote on this resolution is advisory and does not bind the Company or its Directors.

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

### 4 Re-election of Directors

#### 4.1 Resolution 2 – Re-election of Mr Michael Sammells

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

*"That, Mr Michael Sammells, who retires by rotation in accordance with Rule 3.6(b) of the Company's Constitution and Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### 4.2 Resolution 3 – Re-election of Dr. Christopher Roberts

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

*"That, Dr. Christopher Roberts, who was appointed by the Directors on 6 October 2023, automatically retires in accordance with Rule 3.3(a) of the Company's Constitution, and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

### 5 Remuneration arrangements for the Managing Director and Chief Executive Officer

#### 5.1 Resolution 4 – Grant of rights to Managing Director and Chief Executive Officer under new 2024 Long Term Incentive Plan (LTIP)

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

*"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including ASX Listing Rule 10.14), and for all other purposes, the grant to the Managing Director and Chief Executive Officer, Mr Vikesh Ramsunder 1,010,723 rights (incorporating the right to acquire shares in the Company) pursuant to the Company's 2024 Long Term Incentive Plan, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."*

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

#### 5.2 Resolution 5 – Grant of rights to Managing Director and Chief Executive Officer under the Company's Short Term Incentive Deferral Rights Plan (STIP)

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

*"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including ASX Listing Rule 10.14), and for all other purposes, the grant to the Managing Director and Chief Executive Officer, Mr Vikesh Ramsunder of rights (incorporating the right to acquire shares in the Company) under the Company's Short Term Incentive Deferral Rights Plan, be approved on the terms set out in the Explanatory Notes accompanying the Notice of this Meeting."*

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

#### 5.3 Resolution 6 – Potential retirement benefits to Managing Director and Chief Executive Officer

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

*"That, for the purposes of sections 200B, 200C and 200E of the Corporations Act 2001 (Cth), and for all other purposes, the giving of benefits to the Managing Director and Chief Executive Officer, Mr Vikesh Ramsunder, in connection with Mr Vikesh Ramsunder ceasing to hold a managerial or executive office in the Company or a related body corporate or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."*

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

## Explanatory Notes

The Explanatory Notes attached to this Notice are incorporated into and form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

# Notice of Annual General Meeting

Wednesday 30 May 2024

## Shareholders of the Company

For the purpose of voting at the Meeting, the Board has determined that persons holding Shares in the Company which are listed for quotation on the ASX at 7.00pm (Melbourne time) on Tuesday, 28 May 2024 will be treated as Shareholders of the Company.

## Participation in the Meeting

The Meeting will be conducted as a hybrid event. You can participate by:

- attending in person at Sofitel, 25 Collins Street, Melbourne, Victoria 3000; or
- attending online: the online platform may be accessed at <https://meetings.linkgroup.com/SIG24> and will allow Shareholders (or their proxies, attorneys or authorised corporate representatives) to vote and ask questions in real time during the Meeting. For detailed steps on how to participate in the AGM virtually please refer to the 'Virtual Annual General Meeting Online Guide' available at <https://investorcentre.sigmahealthcare.com.au/events-and-presentations/annual-meeting>.

## Appointment of proxies

Proxies may be appointed for the Meeting. Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint no more than two proxies to attend and vote on behalf of the Shareholder. Where two proxies are appointed, each proxy may be appointed to represent a specified number of votes or proportion of the Shareholder's voting rights. If no number or proportion is specified, each proxy may exercise half of the votes;
- a proxy need not be a Shareholder of the Company and may be an individual or a body corporate;
- a Shareholder that is a body corporate or a body corporate appointed as a Shareholder's proxy may appoint a representative under section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**) to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative must provide evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company;

- where a proxy and the Shareholder both attend the Meeting in person or online, the proxy's authority to speak and vote at the Meeting is suspended while the Shareholder is present at the Meeting;
- if a Shareholder appoints a KMP (as defined in the Explanatory Notes) as proxy, the KMP will not be able to cast the Shareholder's votes on Resolutions 1, 4, 5 and 6 unless the Shareholder directs the KMP how to vote or the Chair of the Meeting is appointed as proxy. If a Shareholder appoints the Chair as their proxy (or the Chair is appointed proxy by default) and the Shareholder does not direct the Chair how to vote, then by signing and returning the proxy form the Shareholder will be expressly authorising the Chair to exercise the proxy for the relevant Item even though the Item is connected with the remuneration of the KMP; and
- if a Shareholder appoints the Chair of the meeting as proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote (if permitted under the proxy form and subject to any applicable voting restrictions), as proxy in favour of the resolution.

## Joint holders

In the case of joint holders of shares any one of the joint holders may vote at any meeting as if that holder were the sole owner of the share, but if more than one of such joint holders submits a vote, the vote of the first named of the joint holders in the Register of Members, whether submitted in person or by proxy or by attorney or in any other approved means, will be accepted to the exclusion of the votes of the other joint holder(s).

## Lodgement of proxy forms

A proxy form accompanies this Notice of Meeting. To be effective, the completed proxy form and the power of authority (if any) under which the proxy form is signed or a certified copy of the relevant authority must be received by the Company at least 48 hours before the start of the Meeting (that is, by 2.00pm (Melbourne time) on **Tuesday 28 May 2024**).

Proxies (and, if applicable, authorities) may be returned:

### By mail:

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

### By hand:

Link Market Services Limited  
Level 12, 680 George Street  
Sydney 2000

**By facsimile:** +61 2 9287 0309

**Online:** at <https://investorcentre.linkgroup.com>

Shareholders who do not plan to participate in the Meeting are encouraged to complete and return a proxy form or lodge a proxy online before the deadline listed above, for each of their holdings of Company's shares. Shareholders who wish to participate online are also encouraged to lodge their proxy forms before the deadline listed above. This will ensure that your votes can still be counted if you cannot participate on the day of the Meeting.

If you wish to post a proxy form, please be aware of current postal timeframes.

## Poll

Voting on all items will be determined by a poll at the Meeting. Shareholders not participating in the Meeting either in person or online may use the enclosed proxy form accompanying this Notice or vote online before the deadline listed above.

## Shareholder questions

Shareholders are able to submit written questions in advance of the Meeting. To submit a written question, please complete and return the accompanying form, or submit the question online, in accordance with the instructions on the form. The form must be received by the Company no later than Thursday 23 May 2024 (five business days before the Meeting date). Questions should relate to matters that are relevant to the business of the Meeting as outlined in the Notice.

## Results of the meeting

Voting results will be announced on the ASX as soon as practicable after the Meeting and will also be made available on the Company's website at [www.sigmahealthcare.com.au](http://www.sigmahealthcare.com.au).

## By Order of the Board

Kara McGowan  
General Counsel & Company Secretary

17 April 2024

# Notice of Annual General Meeting

Wednesday 30 May 2024

## Explanatory Notes

The following explanatory notes (including any annexures) have been prepared to provide information to shareholders about the items of business set out in the Notice and form part of that Notice.

## Item 2 – Financial Statements and Reports

The Corporations Act requires the Directors to lay before the Meeting the Financial Report, Directors' Report and the Auditor's Report for the financial period ended 31 January 2024.

Shareholders have been provided with relevant information concerning the Company's financial statements in the Annual Report of the Company for the year ended 31 January 2024. The Annual Report is available on the Company's website and has been dispatched to Shareholders who have elected to receive a hard copy. A copy of the financial statements and the associated reports will also be tabled at the Meeting.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on the reports (excluding the Remuneration Report). However, Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports at the Meeting and on the management of the Company.

The Company's auditors will be present at the meeting to respond to any questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

## Item 3 – Remuneration Report (Resolution 1)

The Corporations Act requires a resolution to be put to Shareholders for the adoption of the Remuneration Report and a reasonable opportunity for Shareholders to comment on and ask questions about the Remuneration Report.

The Remuneration Report is contained in the Annual Financial Report. Copies of the Annual Financial Report, including the Remuneration Report, are available on the Company's website at [www.sigmahealthcare.com.au](http://www.sigmahealthcare.com.au) or may be obtained from the Office of the Company Secretary by telephoning (03) 9215 9215.

The Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of the Key Management Personnel of Sigma Healthcare Limited consolidated group (KMP);
- a discussion of the relationship between that policy and the Company's performance;
- prescribed information regarding KMP; and
- where any element of the remuneration of a member of the KMP depended on the satisfaction of a performance condition, a summary of that performance condition.

## Directors' Recommendation

The vote on this resolution is advisory and does not bind the Company or its Directors. Nevertheless, the Directors will take the outcome of the vote into account when considering the Company's future remuneration practices and policies.

The Directors unanimously recommend that Shareholders **vote in favour of Resolution 1**.

## Voting Restrictions

The Corporations Act prohibits any votes being cast on Resolution 1 by or on behalf of:

- a member of KMP, details of whose remuneration are included in the Remuneration Report; or
- a closely related party of a member of KMP,
- regardless of whether those votes are cast as a Shareholder, a proxy or in any other capacity, and the Company will disregard any such votes, unless:
  - the vote is cast by a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1, and is not cast on behalf of a KMP or a closely related party of a KMP; or
  - the vote is cast as a proxy by the Chair of the Meeting and the proxy appointment expressly authorises the Chair to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

A closely related party of a member of KMP includes a spouse or child of the member of KMP, a child of the member of KMP's spouse, a dependant of the member of KMP or their spouse, or anyone else in the member of KMP's family who may be expected to influence the member of KMP or be influenced by the member of KMP in the member of KMP's dealings with the Company consolidated group, or a company the member of KMP controls.

The Chair of the Meeting intends to vote undirected proxies (subject to the instructions set out in the proxy form and any other applicable restrictions) in favour of Resolution 1.

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

## Item 4 – Re-election of Directors

Listing Rule 14.5 requires that there is an election of directors at each annual general meeting. Rule 3.6(b) of the Company's Constitution sets out the rotation requirements. Accordingly, Mr Michael Sammells, as the director longest in office since election, will retire at the Meeting and, being eligible, offers himself for re-election.

In addition, Rule 3.3(a) of the Company's Constitution provides that any Director appointed by the Board automatically retires at the next Annual General Meeting following their appointment and is eligible for re-election at that Meeting. Dr Christopher Roberts was appointed by the Board on 6 October 2023, will automatically retire at the Meeting and, being eligible, offers himself for re-election.

Each re-election will be conducted as a separate resolution.

# Notice of Annual General Meeting

Wednesday 30 May 2024

Profiles on each of the Directors are set out below:

## Item 4.1 – Re-election of Mr Michael Sammells as Director (Resolution 2)



### Mr Michael Sammells

BBus (Acc), FCPA, GAICD.

Chair, Non-Executive Director, Member of the Nomination & Remuneration Committee

Appointed a Director of Sigma Healthcare Limited in February 2020 and Chair of Sigma Healthcare Limited in August 2022. Mr Sammells is currently a Non-Executive Director at AMP and GMHBA. Mr Sammells has 35 years of broad experience in finance, corporate services and has held operational roles with expertise in finance, accounting, treasury, investor relations, capital developments, mergers and acquisitions and IPOs. Mr Sammells is a former Chief Financial Officer of Healthscope Limited and Medibank Private. Mr Sammells has not held any other directorships in listed entities over the past three years.

Having assessed the factors relevant to determining director independence under Recommendation 2.3 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations, 4th edition (ASX CGPRs), the Board considers Mr Sammells qualifies as an independent Director and confirms he is not aligned with the interests of management or a substantial holder.

#### Directors' Recommendation

Having received an acknowledgement from Mr Sammells that he has sufficient time available to carry out the duties of a Director of the Company and having reviewed the performance of Mr Sammells as a Director, and the required mix of skills and experience required by the Board, the Directors (other than Mr Sammells, who is the subject of Resolution 2) unanimously recommend that Shareholders **vote in favour of Mr Sammell's re-election.**

## Item 4.2 – Re-election of Dr. Christopher Roberts as Director (Resolution 3)



### Dr. Chris Roberts AO

B.Eng (Honours), MBA, PhD.

Non-Executive Director, Member of the Risk Management and Audit Committee

Dr. Roberts has more than 40 years' experience in the medical device industry, including as the former CEO of Cochlear Limited (ASX:COH) from 2004 to 2015, Executive Vice President of ResMed Inc (NYSE:RMD) from 1992 to 2003 and as a Director until November 2017. He is currently a Non-Executive Director of: HealthCo Healthcare and Wellness REIT (ASX: HCW), HMC Capital Partners Fund 1, Clarity Pharmaceuticals Limited (ASX:CU6), Nutromics Pty Ltd, Atmo Biosciences Limited and the Cochlear Foundation Board. He is also a Governor of the Centenary Institute Cancer Medicine and Cell Biology.

Dr. Roberts has been nominated by HMC Capital Partners Fund 1, a ~15% shareholder in the Company. Accordingly having assessed the factors relevant to determining director independence under Recommendation 2.3 of the ASX CGPRs the Board considers Dr Roberts does not qualify as an independent Director.

#### Directors' Recommendation

Having received an acknowledgement from Dr Roberts that he has sufficient time available to carry out the duties of a Director of the Company and the required mix of skills and experience required by the Board, the Directors (other than Dr. Roberts who is the subject of Resolution 3) unanimously recommend that Shareholders **vote in favour of Dr Robert's re-election.**

## Item 5 – Remuneration arrangements for the Managing Director and Chief Executive Officer

### Item 5.1 – Grant of rights to Managing Director and Chief Executive Officer under new 2024 Long Term Incentive Plan (LTIP) (Resolution 4)

As part of the 2024/2025 Long Term Incentive Plan (LTIP) arrangements, Mr Ramsunder is entitled to a grant of 1,010,723 rights to acquire ordinary shares in the Company (LTIP Rights) under the terms of the 2024 Long Term Incentive Plan. The LTIP Rights are a one-off grant to Mr Ramsunder.

#### Why is Shareholder approval being sought?

The Board is seeking approval of shareholders for the issue of 1,010,723 LTIP Rights under the 2024 Long Term Incentive Plan or the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including ASX 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:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 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,

unless it obtains the approval of its shareholders.

The proposed issue of 1,010,723 LTIP Rights to the Chief Executive and Managing Director, Mr Ramsunder under the 2024 Long Term Incentive Plan falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14. Resolution 4 seeks the required Shareholder approval.

If Resolution 4 is passed, the Company will be able to proceed with the issue.

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that the equivalent award will be provided in cash, subject to the same vesting and other conditions as described in this Notice.

# Notice of Annual General Meeting

Wednesday 30 May 2024

## Number of LTIP Rights to be granted to Mr Ramsunder

The number of LTIP Rights to be granted to Mr Ramsunder was determined by dividing the agreed incentive amount of \$1,068,637, being 100% of TEC, by the volume weighted average price of shares in the Company calculated over the 10 trading days commencing on 1 February 2024, being \$1.0573. Mr Ramsunder will receive the LTIP Rights at no cost to him.

## Vesting of LTIP Rights

LTIP Rights will vest on 31 January 2027 (**Vesting Date**) dependent on meeting the following Vesting Conditions:

- 50% of LTIP Rights vesting when the Company's earnings per share (EPS) meets a performance measure agreed by the Board at the beginning of each year based on the outlook following the preceding year, with any earned rewards only released on the Vesting Date;
- 50% of LTIP Rights vesting on the following basis:
  - 12.5% of performance rights will vest if a minimum absolute total shareholder return (**TSR**) of 8% compound annual growth rate (**CAGR**) is achieved during the vesting period;
  - this will increase in a straight line to 25% of the performance rights vesting if an absolute TSR of 10% CAGR is achieved during the vesting period; and
  - this will increase in a straight line to a maximum vesting of this component at 12% of CAGR; and
- Participants are not allowed to enter into any hedging arrangements in relation to any unvested LTIP Rights.

## Lapse of LTIP Rights

All LTIP Rights granted under the 2024 Long Term Incentive Plan will lapse on the earlier of the date 5 years after they are granted (**Term**), the date the LTIP Rights are forfeited or the date the Board determines that any of the Vesting Conditions will not be satisfied.

If Mr Ramsunder ceases to be employed because of redundancy, all unvested, pro rata LTIP Rights will vest subject to Board approval. If Mr Ramsunder ceases to be employed because of retirement, ill-health, death or total and permanent disablement, subject to the Board's discretion to determine otherwise, LTIP Rights will vest pro rata to the proportion of the Vesting Period

that has elapsed, and the balance of the unvested LTIP Rights will be forfeited. In the event of resignation, unvested LTIP Rights are typically forfeited (subject to Board discretion).

If a change of control event occurs prior to the Vesting Conditions being met and the LTIP Rights having vested, the Board may, at its absolute discretion, determine how any unvested LTIP Rights will be treated, including but not limited to amending the Vesting Conditions or determining that some or all of the unvested LTIP Rights will vest.

All rights, entitlements and interests in LTIP Rights held by Mr Ramsunder will be forfeited if the Board determines that he has committed serious or persistent breach of his Employment Agreement (**EA**), been convicted of a criminal offence which involves fraud and dishonesty, engaged in conduct that has brought the Company into substantial disrepute, committed any wrongful or negligent act or omission which has caused the Company substantial liability, engaged in grave

misconduct or recklessness in discharge of his duties, been disqualified from managing corporations under the Corporations Act, or within 12 months of cessation of employment, became a director or employee, provided service to or acquired a 5% or more ownership in a direct competitor of the Company.

## Source of Shares

The Shares required for the 2024 Long Term Incentive Plan upon vesting of the LTIP Rights may be provided by either issuing new Shares or procuring the transfer of existing Shares including Shares acquired on-market.

## Additional information

In accordance with the ASX Listing Rule 10.15, the following additional information is provided concerning the LTIP Rights proposed to be granted to Mr Ramsunder under the 2024 Long Term Incentive Plan:

- Mr Ramsunder's remuneration package as at 31 March 2024 is:

Remuneration element	Quantum
Total Employment Cost ( <b>TEC</b> ) (inclusive of superannuation)	\$1,032,500 per annum \$1,068,637 from 1 May 2024
Sign-on rights	2,964,845 rights under the terms of the Sigma Rights Plan as approved by shareholders at the 2022 Annual General Meeting.
Short-term incentive (maximum opportunity)	Up to \$1,068,637 (100% of TEC) per annum delivered in a combination of cash and deferred equity as determined by the Board, subject to satisfaction of performance conditions.  In FY 2024/25, this will be 75% in cash and 25% rights (with the issue of the rights being subject to the approval of shareholders, refer item 5.2 of the Explanatory Notes below).
Long-term incentive (maximum opportunity)	<ul style="list-style-type: none"><li>• 10,179,605 LFSP Shares in the first year of employment (120% of TEC).</li><li>• In respect of FY 2023/24, 3,112,283 rights to be issued under the terms of the 2023 Executive Equity Grant Plan (determined by dividing A\$2,065,000 by the 10 day volume weighted average price commencing on 1 February 2023)</li><li>• In respect of FY 2024/25, 1,010,723 rights to be issued under the terms of the 2024 Long Term Incentive Plan (LTIP) (determined by dividing \$1,068,637 by the ten day volume weighted average price commencing on 1 February 2024) subject to the approval of shareholders.</li></ul>

# Notice of Annual General Meeting

Wednesday 30 May 2024

- The Company has chosen to issue the LTIP Rights to Mr Ramsunder for the following reasons:
  - to align Mr Ramsunder’s reward with increasing Shareholder value and the Company’s performance over the long-term; and
  - by virtue of the above, the Board considers that Mr Ramsunder’s participation in the 2024 Long Term Incentive Plan is an important mechanism by which to incentivise performance in line with Shareholder interests.
- The fair value of the LTIP Rights proposed to be issued to Mr Ramsunder will be determined in accordance with Australian Accounting Standards.
- Mr Ramsunder is the only Director eligible to be granted LTIP Rights under the 2024 Long Term Incentive Plan. No other person who requires Shareholder approval to participate in the 2024 Long Term Incentive Plan under ASX Listing Rule 10.14 has been or will be issued with LTIP Rights until such approval is obtained.
- No loans will be granted to Mr Ramsunder in relation to his participation in the 2024 Long Term Incentive Plan.
- LTIP Rights do not carry any dividend or voting rights prior to vesting.
- Shares allocated on vesting of LTIP Rights will rank equally with shares in the same class.
- Details of any LTIP Rights issued under the 2024 Long Term Incentive Plan (and shares issued upon their vesting) will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the issue of LTIP Rights under the 2024 Long Term Incentive Plan after Resolution 4 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.

- Allocation of LTIP Rights to Mr Ramsunder will be made as soon as practicable but in any event by no later than 3 years after the date of the Meeting.
- A copy of the Sigma 2024 Long Term Incentive Plan is accessible at <https://investorcentre.sigmahealthcare.com.au/corporate-governance/governance-documents>.

## Directors’ Recommendation

Each of the Directors (other than Mr Ramsunder who is not entitled to vote) recommends that Shareholders **vote in favour Resolution 4**. None of the Directors (other than Mr Ramsunder) has an interest in the outcome of this resolution.

## Voting Restrictions

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2024 Long Term Incentive Plan or any of their associates.

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 4; and
  - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 4 as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

## Item 5.2 – Grant of rights to Managing Director and Chief Executive Officer Rights under the Company’s Short Term Incentive Deferral Rights Plan (STIP) (Resolution 5)

The fixed remuneration component of an executive’s total reward consists of base salary and statutory superannuation contributions. The short term incentive (STI) component of an executive’s total reward is an annual at-risk incentive reward and links a portion of executive reward opportunity to specific financial and non-financial measures.

As part of Mr Ramsunder’s EA as Managing Director and CEO for the 2024/25 period, Mr Ramsunder has the ability to earn a maximum benefit of up to 100% of TEC if specified annual performance targets as set by the Board are achieved in accordance with the STIP with the combination of cash and deferred equity to be determined by the Board.

For the 2024/2025 period, the Board has determined that the STI cash payment to Mr Ramsunder will be 75% of the awarded STI (**Cash Payment**), with the remaining 25% awarded in rights to acquire fully paid ordinary shares in the Company (**STI Rights**) under the rules of the STIP. As was the case in 2023/2024 period, this benefit will not be subject to Mr Ramsunder remaining employed for 12 months after the end of the year to which the STI Rights relate.

# Notice of Annual General Meeting

Wednesday 30 May 2024

## Why is Shareholder approval being sought?

The Board is seeking approval of shareholders for the issue of STI Rights under the STIP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including ASX 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:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 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,

unless it obtains the approval of its shareholders.

The proposed issue of STI Rights to the Chief Executive Officer and Managing Director, Mr Ramsunder under the STIP falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14. Resolution 5 seeks the required Shareholder approval.

If Resolution 5 is passed, the Company will be able to proceed with the issue.

If Resolution 5 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that the equivalent award will be provided in cash, subject to the same vesting and other conditions as described in this Notice.

## Number of STI Rights to be granted to Mr Ramsunder

The extent to which Mr Ramsunder is awarded an STI incentive is first contingent upon the achievement of the Company's Net Profit After Tax (NPAT) gateway (the **gateway**). Once the gateway has been achieved the extent to which Mr Ramsunder is awarded an STI incentive is contingent upon his ability to meet or exceed set KPIs for the 2024/25 financial year.

Accordingly, the number of STI Rights to be issued to Mr Ramsunder under the STIP cannot be determined until the end of the 2024/25 financial year when Mr Ramsunder's performance has been assessed against the relevant KPIs. However the maximum value of rights

that may be granted to Mr Ramsunder is \$267,159. The number of STI Rights Mr Ramsunder will be granted is to be determined by dividing the value of Mr Ramsunder's deferred equity by the volume weighted average market price of a Share for the 5 trading days immediately preceding the end of the Performance Period.

Should Mr Ramsunder be entitled to a grant of STI Rights, he will receive the STI Rights at no cost to him.

## Vesting Conditions

The STI Rights will vest 1 year after the conclusion of the STIP performance period.

## Lapse of STI Rights

All STI Rights granted under the STIP will lapse on the earlier of the date 4 years after they are granted (**Term**), the date the STI Rights are forfeited or the date the Board determines that any of the Vesting Conditions will not be satisfied.

If Mr Ramsunder ceases to be employed because of resignation before the end of the year to which the STI Rights relate then all unvested STI Rights will be forfeited. If Mr Ramsunder ceases to be employed because of a redundancy, retirement, ill-health, death or total and permanent disablement, the Board may in its absolute discretion allow some or all of the STI Rights to vest.

If a change of control event occurs prior to the Vesting Conditions being met and the STI Rights having vested, the Board may, at its absolute discretion, determine how any unvested STI Rights will be treated, including but not limited to amending the Vesting Conditions or determining that some or all of the unvested STI Rights will vest.

STI Rights will not be forfeited in circumstances where Mr Ramsunder resigns, or ceases to be employed because of redundancy, retirement, ill-health, death or total and permanent disablement after the end of the year to which the STI Rights relate.

All rights, entitlements and interests in STI Rights held by Mr Ramsunder will be forfeited if the Board determines that he has committed serious or persistent breach of the EA, been convicted of a criminal offence which involves fraud and dishonesty, engaged in conduct that has brought the Company into substantial disrepute, committed any wrongful or negligent act or omission

which has caused the Company substantial liability, engaged in grave misconduct or recklessness in discharge of his duties, been disqualified from managing corporations under the Corporations Act, or within 12 months of cessation of employment, became a director or employee, provided service to or acquired a 5% or more ownership in a direct competitor of the Company.

## Clawback

The rules governing Mr Ramsunder's STI have been varied to enable clawback of any STI paid in circumstances where the STI payment was based on a financial statement or performance metric that was materially inaccurate.

## Source of Shares

At the discretion of the Board, the Shares required for the vesting of the STI Rights may be provided either by issuing new Shares or by procuring the transfer of existing Shares including Shares acquired on-market.

## Additional information

In accordance with the ASX Listing Rule 10.15, the following additional information is provided concerning the STI Rights proposed to be granted to Mr Ramsunder under the STIP:

- Details of Mr Ramsunder's remuneration package are set out in item 5.1 above.
- 242,994 STI Rights have previously been issued to Mr Ramsunder under the 2023/24 STIP.
- The Company has chosen to grant the STI Rights to Mr Ramsunder for the following reasons:
  - to align Mr Ramsunder's reward with increasing Shareholder value and the Company's performance over the long-term; and
  - by virtue of the above, the Board considers that Mr Ramsunder's participation in the STIP is an important mechanism by which to incentivise performance in line with Shareholder interests.
- The fair value of the STI Rights proposed to be issued to Mr Ramsunder will be determined in accordance with Australian Accounting Standards.

# Notice of Annual General Meeting

Wednesday 30 May 2024

- Mr Ramsunder is the only Director eligible to be granted STI Rights under STIP. No other person who requires Shareholder approval to participate in the STIP under ASX Listing Rule 10.14 has been or will be issued with STI Rights until such approval is obtained.
- No loans will be granted to Mr Ramsunder in relation to his participation in the STIP.
- STI Rights do not carry any dividend or voting rights prior to vesting.
- Shares allocated on vesting of STI Rights will rank equally with shares in the same class.
- A copy of the STIP is accessible at <https://investorcentre.sigmahealthcare.com.au/corporate-governance/governance-documents>.
- Details of any STI Rights issued under the STIP (and shares issued upon their vesting) will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in an issue of STI Rights under the STIP after Resolution 5 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.
- Allocation of STI Rights to Mr Ramsunder will be made as soon as practicable but in any event by no later than 3 years after the date of the Meeting.

## Directors' Recommendation

The Directors, other than Mr Ramsunder (who is interested in the outcome of the resolution), recommend that Shareholders **vote in favour of Resolution 5**.

## Voting Restrictions

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the STIP or any of their associates.

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 5; and
  - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 5 as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP.

## Item 5.3 – Potential retirement benefits to Managing Director and Chief Executive Officer (Resolution 6)

### Why is the resolution being proposed?

Sections 200B and 200E of the Corporations Act prohibit the Company from giving a person who holds, or has held in the previous 3 years, a 'managerial or executive office' in the Company (or a related body corporate of the Company), a benefit in connection with that person's retirement

from office, or position of employment, in excess of that person's average annual base salary over the relevant period, unless such benefit:

- is approved by Shareholders at a general meeting of the Company; or
- is exempt from the need for Shareholder approval.

Section 200C of the Corporations Act requires Shareholder approval (under section 200E) where a benefit is made "in connection with the transfer of the whole or part of the undertaking or property of the company".

The term 'benefit' has a wide operation and extends to automatic or accelerated vesting of share-based remuneration.

A consequence of these provisions is that the Company may (in general terms) be prohibited from providing the benefit of vesting, the unvested LTIP Rights under the 2024 Long Term Incentive Plan or the unvested STI Rights under the STIP described in items 5.1-5.2 of this notice upon the occurrence of an accelerated event including, without limitation, retirement, redundancy, death, ill-health, total and permanent disablement or a change of control (**Accelerated Event**), with the value of that benefit being an accelerated benefit (**Accelerated Benefit**). This resolution is proposed to seek Shareholder approval to pay Mr Ramsunder (Managing Director and Chief Executive Officer), a combined termination benefit (comprising both a payment in accordance with existing employment arrangements and the Accelerated Benefit) with a value potentially in excess of his average annual base salary.

### What can the Company do if Resolution 6 is approved?

Approval by Shareholders of Resolution 6 will give the Company authority to pay the Accelerated Benefit to Mr Ramsunder upon the occurrence of an Accelerated Event, even if the value of the associated Accelerated Benefit, when combined with his existing termination benefit (described below) exceeds his average annual base salary.

# Notice of Annual General Meeting

Wednesday 30 May 2024

Resolution 6 only relates to the grants described in items 5.1-5.2 of this notice, and does not relate to future grants to Mr Ramsunder in relation to which separate shareholder approval would be sought, if and when applicable.

## Maximum benefit payable

### Existing termination benefit

The employment conditions and remuneration of Mr Ramsunder are formalised in the EA. No fixed term is specified in the EA and either party may terminate the EA without cause by providing 12 months' written notice (unless the Company makes a payment in lieu of the notice period based on the annual base salary) (**Termination Benefit**).

More detail on the Termination Benefit is provided below.

### New proposed additional benefit

As set out in items 5.1 – 5.2 above, the LTIP Rights and the STI Rights proposed to be granted to Mr Ramsunder under the 2024 LTIP and the STIP, respectively, may vest on satisfaction of the relevant vesting conditions or if any earlier Accelerated Event occurs.

### Termination Benefit

A Termination Benefit is payable where Mr Ramsunder is entitled to receive a payment from the Company on termination of office or employment.

The amount of a Termination Benefit includes up to 12 months' remuneration in lieu of notice of termination of office or employment.

### Legal Requirements – Accelerated Event and Termination Benefit

The Company is seeking Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act in respect of any

Accelerated Benefits that may be provided to Mr Ramsunder in respect of the LTIP Rights and the STI Rights proposed to be granted under the 2024 LTIP and the STIP as set out in this Notice, respectively, and any payment of the Termination Benefit under the EA (being up to 12 months' remuneration).

It can reasonably be anticipated that aspects of Mr Ramsunder's EA and the 2024 LTIP and STIP will be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's remuneration report.

The amount of any Termination Benefit or the value of any Accelerated Benefit cannot currently be ascertained as it is dependent on a number of factors, not all of which are within the Company's control. The details of the Accelerated Benefits and Termination Benefit for which approval is sought are as follows:

Description of benefit	Manner in which value can be calculated	Matters, events, and circumstances that will, or are likely to, affect the calculation of the value
Vesting of LTIP Rights under the 2024 LTIP Rights and STI Rights under the STIP due to an Accelerated Event.	The Company will calculate the value of this benefit as being equal to the value of the number of LTIP Rights and STI Rights that vest.	<ul style="list-style-type: none"> <li>the number of LTIP Rights or STI Rights that vest;</li> <li>timing and circumstances of the Accelerated Event;</li> <li>the portion of any relevant performance periods that have expired at the time of the Accelerated Event (if applicable);</li> <li>the extent to which any relevant vesting conditions have been satisfied (if applicable); and</li> <li>the market price of Shares on ASX at the time of the calculation.</li> </ul>
Payment of Termination Benefit where Mr Ramsunder is entitled to receive a payment from the Company – on termination of office or employment.	The Company will calculate the value of this benefit as including up to 12 months' remuneration in lieu of notice of termination of office or employment.	<ul style="list-style-type: none"> <li>the amount Mr Ramsunder is entitled to receive from the Company by way of remuneration at the time of termination of office or employment; and</li> <li>the time after the commencement of the financial year that notice is served terminating office or employment.</li> </ul>

## Voting Restrictions

A vote must not be cast, and the Company will disregard any votes cast on Resolution 6:

- by or on behalf of Mr Ramsunder or any of his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 6:

- in accordance with the written directions on the proxy form; or
- by the Chair of the meeting as undirected proxy and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP.

## Directors' Recommendation

The Directors, other than Mr Ramsunder (who is interested in the outcome of the resolution), recommend that Shareholders **vote in favour of Resolution 6**.

## LODGE YOUR VOTE

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Sigma Healthcare Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1300 139 653      Overseas: +61 1300 139 653



X99999999999

## PROXY FORM

I/We being a member(s) of Sigma Healthcare Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEST) on Thursday, 30 May 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Fitzroy Ballroom Sofitel, 25 Collins Street, Melbourne Victoria 3000** or logging in online at <https://meetings.linkgroup.com/SIG24> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolutions 1, 4, 5 and 6:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Grant of rights to Managing Director and Chief Executive Officer under the Company's Short Term Incentive Deferral Rights Plan (STIP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Michael Sammells	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Potential retirement benefits to Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Dr. Christopher Roberts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Grant of rights to Managing Director and Chief Executive Officer under new 2024 Long Term Incentive Plan (LTIP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SIG PRX2401N



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEST) on Tuesday, 28 May 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Sigma Healthcare Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)