



## **SINGULAR HEALTH GROUP LIMITED**

ACN 639 242 765

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### **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

**TIME:** 10:30 AM AWST

**DATE:** Thursday, 14 November 2024

**PLACE:** Level 5, 191 St Georges Terrace, Perth, Western Australia

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 9299 9690.

## TIME AND PLACE OF MEETING AND HOW TO VOTE

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:30 AM (AWST) on Thursday, 14 November 2024 at Level 5, 191 St Georges Terrace, Perth, Western Australia.

## ENTITLEMENT TO ATTEND AND VOTE

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You will be entitled to attend and vote at the Meeting if you are registered as a Shareholder of the Company as at 4:00pm (AWST) on Tuesday, 12 November 2024. This is because, in accordance with the Corporations Regulations 2001 (Cth), the Board has determined that the Shares on issue and quoted on the ASX at that time will be taken, for the purposes of determining voting entitlements at the Meeting, to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your Shareholding, and your vote is important.

## HOW TO VOTE

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### *Voting in person*

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

### *Corporate representatives*

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission.

### *Voting by attorney*

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's share registry at least 48 hours prior to the commencement of the Meeting.

### *Voting by proxy*

A Shareholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the Meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received by the Company's share registry no later than 10:30 AM (AWST) on Tuesday, 12 November 2024, being 48 hours before the time of the Meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

To vote by proxy, please complete and sign the enclosed proxy form. Shareholders can return the physical proxy form via the below methods:

By post to:	Singular Health Group Limited C/- Automic Group GPO Box 5193 SYDNEY NSW 2001
By facsimile to:	08 9322 7602
By email:	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Alternatively, shareholders may lodge their proxy vote electronically via the Automic investor platform:

Online at:	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>
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For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

#### *Chairman as proxy*

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box for the proposed Resolution.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the Meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution, the Chairman intends to vote in favour of each proposed Resolution as proxy for that Shareholder on a poll.

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of the Shareholders of Singular Health Group Limited (**Singular Health** or the **Company**) will be held at 10:30 AM (AWST) on Thursday, 14 November 2024 at Level 5, 191 St Georges Terrace, Perth, Western Australia to consider and, if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary to this document. The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting.

## BUSINESS OF THE ANNUAL GENERAL MEETING

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### FINANCIAL STATEMENTS AND REPORTS

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To receive and consider the financial report, directors' report, and auditor's report for the Company for the year ended 30 June 2024.

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### RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2024."*

#### Voting Exclusion Statement for Resolution 1 – Corporations Act

Pursuant to section 250R(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel of the Company, details of whose remuneration are included in the Company's annual remuneration report, or a Closely Related Party of any such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction on the Proxy Form how to vote on the Resolution; or
- (b) it is cast by the Chair as proxy for a person who is permitted to vote and the Proxy Form:
  - (i) does not specify the way the proxy is to vote on the Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

#### Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair in favour of Resolution 1 in accordance with, and subject to, compliance with the Corporations Act.

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## **RESOLUTION 2: RE-ELECTION OF MR HOWARD DIGBY AS A DIRECTOR**

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

*“That for the purpose of Listing Rule 14.5 and in accordance with article 15.3(b)(ii) of the Constitution, Mr Howard Digby, retires as a Director and, being eligible, be re-elected as a Director.”*

No voting exclusion applies to this Resolution.

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## **RESOLUTION 3: APPOINTMENT OF COMPANY AUDITOR – PITCHER PARTNERS**

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

*“That, pursuant to section 327B(1)(b) of the Corporations Act and for all other purposes, Pitcher Partners BA&A Pty Ltd, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company (subject to ASIC consenting to the resignation of the current auditor, Nexia Perth Audit Services Pty Ltd), on the terms and conditions in the Explanatory Statement.”*

No voting exclusion applies to this Resolution.

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## **RESOLUTION 4: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued share capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting”*

A voting exclusion and voting prohibition applies to this Resolution, see page 6 below.

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## **RESOLUTION 5: RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS**

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

*“That, for the purposes of section 648G(4) of the Corporations Act 2001(Cth) and for all other purposes, Shareholders approve the renewal of the proportional takeover provisions contained in article 12 of the Constitution for a further period of three (3) years commencing from the date of this Meeting.”*

No voting exclusion applies to this Resolution.

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## **RESOLUTION 6: ISSUE OF MARIN & SONS PLACEMENT SHARES**

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

*“That the issue of up to a maximum of 4,831,250 Shares in connection with the Marin & Sons Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

A voting exclusion applies to this Resolution, see page 6 below.

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## VOTING EXCLUSIONS

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of a Resolution set out below by or on behalf of any 'Excluded Person' (as set out in the table below with respect to each Resolution subject to this Notice) or any Associates of that person or those persons.

Resolution:	Excluded Person:
<b>Resolution 4.</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue or (except a benefit solely in the capacity of a holder of ordinary securities) or an associate of that person or those persons. The Company has no current intentions to make an issue of Equity Securities pursuant to Listing Rule 7.1A.2 and therefore has not identified any person who is excluded from voting.
<b>Resolution 6.</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares in the Company). The Company has identified that Marin & Sons LLC and its Associates are excluded from voting.

However, such voting exclusion does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder 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 holder 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 holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## Voting Prohibition

In accordance with the Corporations Act, the Company will also disregard any votes cast on Resolution 1 by a member of the Key Management Personnel of the Company or their Closely Related Parties, acting as proxy for another person, where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing where the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected with the remuneration of a member of the Key Management Personnel of the Company, will not be excluded.

Dated: 1 October 2024

**BY ORDER OF THE BOARD**

**MR HOWARD DIGBY**  
Chairman

## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement and not otherwise defined, are defined in the glossary to the Notice.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

A proxy form is located at the end of this Explanatory Statement.

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## 1 ANNUAL FINANCIAL STATEMENTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2024 are included in the Company's 2024 Annual Financial Report, a copy of which can be accessed online at <https://singular.health/>.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and management of the Company.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 10:30 AM (AWST) on Thursday, 7 November 2024 to Nexia Perth Audit Services Pty Ltd, Level 3, 88 William Street Perth WA 6001.

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## 2 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

### 2.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2024 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives, and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 30 June 2024 Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2024.

The remuneration levels for Directors, executives, and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

## 2.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a 'no' vote of 25% or more of the votes cast at the Annual General Meeting, the Company's subsequent annual remuneration report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Company notes that the Board will take into account the outcome of the vote on Resolution 1 when considering the remuneration policy in future, even if it receives a 'no' vote less than 25% on this Resolution.

In addition, sections 250U and 250V of the Corporations Act sets out a 'two strikes' re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting.

The Company did not receive a strike at its 2023 Annual General Meeting in respect of its 2023 Remuneration Report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more votes cast in respect of the 2024 Remuneration Report are against the adoption of the 2024 Remuneration Report as that would be the Company's first 'strike.'



## 2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

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## 3 RESOLUTION 2: RE-ELECTION OF MR HOWARD DIGBY AS A DIRECTOR

### 3.1 Background

In accordance with ASX Listing Rule 14.4 and pursuant to Article 15.3(b) of the Constitution there must be an election of Directors at each annual general meeting of the Company. Under both the ASX Listing Rules and Constitution, a Director (excluding the Managing Director, if any) must not hold office without re-election past the third annual general meeting following the Director's last election. Further, pursuant to Listing Rule 14.5, a listed entity, such as the Company, which has directors must hold at least one election of directors at each annual general meeting. While none of the Company's Directors have held office for longer than the period prescribed by ASX Listing Rule 14.4, the Company is required to put one Director up for re-election in accordance with Listing Rule 14.5.

Mr Howard Digby, having agreed to stand for re-election, will retire in accordance with the Constitution and ASX Listing Rule 14.5 and being eligible, seeks re-election from Shareholders.

### 3.2 Biography

Mr Digby began his career at IBM and has spent over 25 years managing technology-related businesses in the Asia Pacific region, of which 11 years were spent in Hong Kong. Prior to returning to Perth, Mr Digby was with The Economist Group as Regional Managing Director. He has also held senior regional management roles at Adobe and Gartner.

Mr Digby holds a Bachelor of Engineering (Hons) from The University of Western Australia.

Currently a Non-Executive Director of 4DS Memory (ASX:4DS), Elsight (ASX:ELS) and Cirralto (ASX:CRO) and previously a Non-Executive Director of other ASX listed entities. Mr Digby has strong ASX and corporate governance experience with technology and digital health companies.

### 3.3 Board Recommendation

The Directors (other than Mr Digby, who abstains) unanimously recommend that Shareholders vote in favour of Resolution 2.

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## 4 RESOLUTION 3: APPOINTMENT OF COMPANY AUDITOR – PITCHER PARTNERS

### 4.1 Background

Nexia Perth Audit Services Pty Ltd (**Nexia**) is the current auditor of the Company.

Nexia has advised the Company that it has applied to ASIC for consent to resign as auditor of the Company with effect from the close of the Meeting or commencement of the appointment of the new auditor (whichever occurs later). The consent of ASIC is required under the Corporations Act for Nexia to resign as auditor. If ASIC does not grant its consent to the resignation, Nexia will continue to hold office as the Company's auditor.

The Board recommends that, subject to ASIC consenting to the resignation of Nexia, the Company appoint Pitcher Partners BA&A Pty Ltd (**Pitcher Partners**) as the Company's external auditor. The Corporations Act requires the Company to obtain the approval of Shareholders for the appointment of Pitcher Partners as auditor of the Company.

The Company has sought and obtained a nomination from a Shareholder for Pitcher Partners to be appointed as the Company's auditor in accordance with section 328B(1) of the

Corporations Act. A copy of this nomination is attached to this Notice of Meeting at Annexure A.

Pitcher Partners has given its written consent to act as the Company's auditor in accordance with section 328A of the Corporations Act, subject to Shareholder approval of this Resolution 3 and subject to ASIC consenting to the resignation of Nexia.

If Resolution 3 is passed and subject to ASIC granting its consent of the resignation of Nexia, the appointment of Pitcher Partners as the Company's auditor will take effect from [the later of:

- (a) the close of the Meeting
- (b) the day on which ASIC gives its consent to the resignation of Nexia as the current auditor of the Company; or
- (c) the day (if any) fixed by ASIC for the resignation of Nexia to take effect (in accordance with section 329(8) of the Corporations Act].

## **4.2 Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 to appoint Pitcher Partners as the Company's auditors.

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# **5 RESOLUTION 4: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY**

## **5.1 Background to Resolution 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. Under Listing Rule 7.1A however, an eligible entity may seek approval from its member, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Listing Rule 7.1A, when duly approved, permits an eligible entity to issue Equity Securities of up to 10% of its issued ordinary securities through placements over a 12-month period following the entity's annual general meeting (**Additional 10% Placement Facility**).

An eligible entity for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company has a market capitalisation of approximately \$18.2 million as at 1 October 2024 (at a closing share price of \$0.088) and is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of a special resolution to enable the Company to issue Equity Securities under the Additional 10% Placement Facility without Shareholder approval throughout the 12 months after the Annual General Meeting.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 5.3(d) of this Explanatory Statement below).

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

## **5.2 Regulatory Requirements – Listing Rule 14.1A**

**If Resolution 4 is passed**, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

**If Resolution 4 is not passed**, the Company will not be able to access the Additional 10% Placement Facility, meaning it will be limited to its ordinary 15% placement capacity under Listing Rule 7.1. and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

### **5.3 Regulatory Requirements - Listing Rule 7.3A**

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

#### **(a) Issue Period**

If Shareholders approve Resolution 4, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date on the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **Additional 10% Placement Period**).

Approval will cease to be valid in the event that holders of ordinary securities approve a transaction under Listing Rule 11.1.2 of rule 11.2. The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.

#### **(b) Minimum Issue Price**

Any Equity Securities issued under Rule 7.1A.2 must be in an existing quoted class of the eligible entity's Equity Securities and the issue price (which must be cash consideration) of each security must be no less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the securities are issued.

#### **(c) Purpose of Issues**

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed a fixed intention to offer any Equity Securities under Listing Rule 7.1A, however if Shareholders approve Resolution 4 and the Company did raise funds from the issue of Equity Securities utilising the Additional 10% Placement Facility, based on existing plans the Company intends to use the funds raised towards expenses associated with continued business development, design, build and further commercialisation of technology, marketing and promotion, the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

(d) **Risk of Economic and Voting Dilution**

If this Resolution 4 is approved, and the Company issues Equity Securities under Listing Rule 7.1A, existing Shareholders economic and voting power in the Company will be diluted (as discussed in detail below).

As at the date of this Notice of Annual General Meeting, the Company has 206,759,304 Shares on issue. Accordingly, if Shareholders approve Resolution 4, the Company will have the capacity to issue approximately 20,675,930 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

**Listing Rule 7.1A Formula:**  $(A \times D) - E$

Where:

**A** is the number of fully paid shares on issue at the commencement of the relevant period (see definition below):

- **plus** the number of fully paid ordinary shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- **plus** the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- **plus** the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- **plus** the number of any other fully paid ordinary shares issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4,
- **plus** the number of partly paid ordinary securities that became fully paid in the relevant period,
- **less** the number of fully paid ordinary securities cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period, where the issue or agreement has not been subsequently approved by the holders of ordinary securities under Listing Rule 7.4.

Note: 'relevant period' means, in the context of the Company which has been admitted to the official list of ASX for more than 12 months (having been admitted on 10 February 2021), the 12 period immediately preceding the date of the issue or agreement.

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting. The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.044 50% decrease in Issue Price	\$0.088 Issue price	\$0.176 100% increase in Issue Price
Current Variable A  206,759,304 Shares	Shares issued (10% voting dilution)	20,675,930 New Shares	20,675,930 New Shares	20,675,930 New Shares
	Funds raised	\$909,741	\$1,819,482	\$3,638,964
50% increase in current Variable A  App. 310,138,956 Shares	Shares issued (10% voting dilution)	31,013,896 New Shares	31,013,896 New Shares	31,013,896 New Shares
	Funds raised	\$1,364,611	\$2,729,223	\$5,458,446
100% increase in current Variable A  App. 413,518,608 Shares	Shares issued (10% voting dilution)	41,351,861 New Shares	41,351,861 New Shares	41,351,861 New Shares
	Funds raised	\$1,819,482	\$3,638,964	\$7,277,928

The table has been prepared on the following assumptions:

1. Variable A is 206,759,304 being the number of ordinary securities on issue at the date of this Notice of Meeting.

2. *The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.*
3. *No Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities;*
4. *The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting*
5. *The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.*
6. *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.*
7. *The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.*
8. *The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.*
9. *The issue price is \$0.088, being the closing price of the Shares on ASX on 1 October 2024.*

(e) **Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and, or, new Shareholders who are not related parties or associates of a related party of the Company.

(f) **Previous Issues of Equity Securities Under Listing Rule 7.1A**

The Company last obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held 10 November 2023 (**2023 AGM**).

On 14 February 2024, the Company announced that it received firm commitments to raise approximately \$4.05 million from institutional, sophisticated and professional investors via the issue of 36,843,111 fully paid Shares at \$0.11 per share (**Placement Issue Price**) (the **Placement**).

On 21 February 2024, the Company issued 15,676,481 fully paid Shares under the Additional 10% Placement Facility approved at the 2023 AGM (**7.1A Placement Shares**). The issue of the 7.1A Placement Shares equated to 10% of the shares on issue as at the date of the 2023 AGM. The 7.1A Placement Shares were issued to

institutional, sophisticated and professional investors identified by Shaw and Partners, the lead manager of the Placement. The 7.1A Placement Shares were issued at the Placement Issue Price, a 15% discount to the closing price as at 14 February 2024 of A\$0.13.

The Company received a total of \$1,724,412 for the issue of the 7.1A Placement Shares. The funds raised by the Company were used to accelerate the Company's United States commercialisation including sales and marketing, building on the recent success of enterprise sales in the US, development of initial Medical Artificial Intelligence (AI)- in-the-Cloud system and working capital requirements. All funds have been spent and no funds were remaining from the 7.1A Placement Shares as at the date of this notice.

**(g) Voting Exclusion Statement**

A voting exclusion statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

**5.4 Board Recommendation**

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4.



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## 6 RESOLUTION 5: RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

### 6.1 Background to Resolution 5

Article 12 of the Constitution contains provisions dealing with Shareholder approval requirements if there was to be any proportional takeover bids for the Company's securities (**Proportional Bid Provisions**).

The Company adopted the current constitution on [10 February 2021] which included proportional takeover provisions. Under the Corporations Act, these provisions must be renewed every three years, or they will cease to have effect. Accordingly, Article 12 of the Constitution ceased to apply on 10 February 2024. If renewed, the proposed Proportional Bid Provisions will be in exactly the same terms as the existing provisions and will have effect for a three-year period commencing on 14 November 2024.

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

Pursuant to the Proportional Bid Provisions, as well as section 648G(1) of the Corporations Act, the Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by a special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions of the Constitution be renewed.

The Resolution to renew the Proportional Bid Provisions is proposed as a special resolution. Accordingly, to be passed, at least 75% of the votes validly cast on the Resolution by Shareholders eligible to vote of the Resolution by number of shares must be in favour of the Resolution.

If Resolution 5 is passed, members holding at least 10% of the Company's issued ordinary shares may, within 21 days after the Meeting, apply to a court to have the purported renewal of the Proportional Bid Provisions set aside. The court may make an order setting aside the purported renewal of the Proportional Bid Provisions if it is satisfied that it is appropriate in the circumstances to do so.

A copy of the Constitution is available for review by Shareholders at the Company's website <https://singular.health> and at the office of the Company. A copy of the Constitution can also be sent to Shareholders by email upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries.

In seeking Shareholder approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to Shareholders.

### 6.2 Effect of the Proportional Bid Provisions proposed to be renewed

The Proportional Bid Provisions provide that the Company is prohibited from registering any transfer of shares giving effect to the takeover contract for the proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (**Approving Resolution**). The bidder (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting. The Approving Resolution

must be voted on either at a meeting or by means of a postal ballot (as determined by the Directors).

The Proportional Bid Provisions also provide that if an Approving Resolution is not voted upon at the end of the day before the relevant day in relation to the off-market bid under which offers have been made, the Approving Resolution is deemed approved and, if the Approving Resolution is rejected, all unaccepted offers under the proportional takeover bid are deemed withdrawn and the bidder must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid.

If Shareholders pass this Resolution 5, then the Proportional Bid Provisions as described above will continue to have effect for a period of three years from the date of the Meeting. If the Resolution is approved or deemed to have been approved, a transfer of Shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution.

If the Resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Proportional Takeover Provisions do not apply to full takeover bids.

### **6.3 Reasons for the Resolution**

Section 648G(1) of the Corporations Act provides that Proportional Bid Provisions such as provided in Article 12 cease to apply at the end of 3 years from their adoption (or their last renewal). The Proportional Bid Provisions were last renewed more than 3 years ago and are therefore required to be renewed.

The Directors believe that the members should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, the Proportional Bid Provisions need to be renewed. If the Proportional Bid Provisions are renewed and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

### **6.4 Awareness of current acquisition proposals**

As at the date of the Notice, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company.

### **6.5 Advantages and disadvantages of the Proportional Bid Provisions for Directors and members since last renewed**

As there have been no takeover bids made for any of the Shares in the Company since the initial adoption of the Proportional Bid Provisions, there has been no application of the Proportional Bid Provisions with respect to the Company as at the date of the Notice.

It may be considered that the potential advantages and disadvantages described below have applied for the period since adoption of Article 12 as part of the Constitution.

### **6.6 Potential advantages and disadvantages of the proposed Resolution for Directors and members**

The provisions enable the Directors to ascertain the views of shareholders on a proportional takeover bid. Apart from this, there is no specific advantage for Directors (in their capacity as Directors) in renewing the proportional takeover provisions because they remain free to make

their own recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the proportional takeover provisions for shareholders are:

- (a) they give shareholders their say, in determining by majority vote, whether a proportional takeover bid should proceed;
- (b) they ensure that all shareholders will have an opportunity to study a proportional takeover bid proposal and vote on whether it should proceed. This should ensure that the terms of any future proportional bids are structured to be attractive to a majority of independent shareholders;
- (c) shareholders' bargaining power is increased and may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) they may assist shareholders in avoiding being left with a minority interest; and
- (e) knowing the view of the majority of shareholders may assist individual shareholders to assess the likely outcome of the proportional takeover bid and whether to approve or reject that bid, and may avoid shareholders feeling pressure to accept the bid even if they do not want it to succeed.

A potential disadvantage of the inclusion of such provisions in the Constitution is that they may make a proportional takeover bid more difficult to achieve and therefore discourage such bids from being made. This in turn may reduce opportunities for shareholders to sell some of their shares at an attractive price to persons securing control of the Company and may reduce any speculative element in the market price of the shares arising from the possibility of a takeover offer being made. Another potential disadvantage is that the provisions may be considered to constitute an additional restriction on the ability of shareholders to deal freely with their shares. The Board considers that the potential advantages for members of the proportional takeover provisions outweigh the potential disadvantages.

## 6.7 Board Recommendation

Balancing the above advantages and disadvantages, the Directors are of the view that the advantages of renewing the Proportional Bid Provisions outweigh any disadvantages and unanimously recommend the renewal of the Proportional Bid Provisions.

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# 7 RESOLUTION 6: ISSUE OF MARIN & SONS PLACEMENT SHARES

## 7.1 Background to Resolution 6

As announced by the Company on 15 May 2024, the Company received a binding commitment from Marin & Sons LLC (**Marin & Sons**) as a follow-on investment to the November 2023 placement, to raise \$773,000 (before costs) (**Subscription Amount**), via the issue of 4,831,250 Shares at the issue price of \$0.16 per Share (the **Marin & Sons Placement Issue Price**) (the **Marin & Sons Placement**).

In May 2024, Marin & Sons and the Company entered into a subscription agreement (the **Marin & Sons Subscription Agreement**). The Marin & Sons Subscription Agreement provides that the Marin & Sons Placement is subject to Shareholder approval. Accordingly, the Company is proposing to issue 4,831,250 Shares at the Marin & Sons Placement Issue Price per Share (**Marin & Sons Placement Shares**), subject to Shareholder approval pursuant to ASX Listing Rule 7.1. The Marin & Sons Placement Shares will be subject to a 12-month escrow period.

The Company previously sought and obtained Shareholder approval for the issue of the Marin & Sons Placement Shares at the general meeting of the Company held on 27 June 2024 (**June General Meeting**). As the Company did not issue the Marin & Sons Placement Shares within 3 months of the June General Meeting, the Company is again seeking approval for the issue of the Marin & Sons Placement Shares

Accordingly, Resolution 6 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue the Marin & Sons Placement Shares to Marin & Sons.

## **7.2 Terms of Strategic Placement Securities**

Shares issued in connection with the Marin & Sons Placement are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.

## **7.3 Proceeds of the Marin & Sons Placement**

The funds raised in connection with the Marin & Sons Placement is \$773,000 (before costs), and will be used to accelerate the Company's United States commercialisation including sales and marketing, building on the recent success of enterprise sales in the US, development of initial Medical Artificial Intelligence (AI)-in-the-Cloud system and working capital requirements.

## **7.4 Listing Rule 7.1**

The application of Listing Rule 7.1 is summarised in section 2.2 of this Explanatory Statement above. The proposed issue of the Marin & Sons Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. While the issue of the Marin & Sons Placement Shares does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of Marin & Sons Placement Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1. The Company also notes that the Marin & Sons Subscription Agreement is conditional on Shareholders approving the Marin & Sons Placement. To this end, Resolution 6 seeks Shareholder approval to issue the Marin & Sons Placement Shares under and for the purposes of Listing Rule 7.1.

## **7.5 Technical Information Required by Listing Rule 14.1A**

**If Resolution 6 is passed**, the Company will be able to proceed with the issue of the Marin & Sons Placement Shares and issue 4,831,250 Shares to Marin & Sons in accordance with the Company's obligations under the Marin & Sons Subscription Agreement. In addition, the issue of the Marin & Sons Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 6 is not passed**, the Company will not be able to proceed with the issue of the Marin & Sons Placement Shares on the terms of the Marin & Sons Subscription Agreement and will need to explore alternative investment opportunities with Marin & Sons, or not proceed with the Marin & Sons Placement in its entirety.

## **7.6 Information Required for the Purpose of Listing Rule 7.3**

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) The Marin & Sons Placement Shares will be issued to Marin & Sons LLC.
- (b) 4,831,250 fully paid ordinary shares are to be issued to Marin & Sons LLC.
- (c) The Company intends to issue the Marin & Sons Placement Shares as soon as practicable and, in any event no later than 3 months after the date of the Meeting.
- (d) The Marin & Sons Placement Shares are to be issued at the Issue Price of \$0.16, raising \$773,000 (before costs).
- (e) The Marin & Sons Placement Shares are to be issued in connection with the Marin & Sons Subscription Agreement entered into between Marin & Sons LLC and the Company on the material terms summarised in section 7.1 and otherwise on standard terms for placements of such kind.
- (f) The funds raised by the Company are to be used for the purposes set out in section 7.3 above.
- (g) A voting exclusion statement for Resolution 6 is included in the Notice of Meeting preceding this Explanatory Memorandum.

## **7.7 Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

## GLOSSARY

Term	Meaning
<b>\$</b>	Australian dollars
<b>Additional 10% Placement Facility</b>	Has the meaning given in section 5.1 of the Explanatory Statement
<b>Additional 10% Placement Period</b>	Has the meaning given in section 5.3(a) of the Explanatory Statement
<b>Associate</b>	Has the meaning given in the ASX Listing Rules
<b>ASX</b>	Australian Stock Exchange
<b>Board</b>	The board of Directors of the Company
<b>Chairman</b>	The chairman of the Meeting
<b>Closely Related Party</b>	<p>Closely Related Party of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none"> <li>(a) a spouse or child of the member; or</li> <li>(b) a child of the member's spouse; or</li> <li>(c) a dependant of the member or of the member's spouse; or</li> <li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or</li> <li>(e) a company that the member controls; or</li> <li>(f) a person prescribed by the relevant regulations applicable for the purposes of this definition under the Corporations Act.</li> </ul>
<b>Company or Singular Health</b>	Singular Health Group Limited (ACN 639 242 765)
<b>Company Secretary</b>	The company secretary of the Company
<b>Constitution</b>	Constitution of the Company
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the regulations of that act
<b>Directors</b>	The directors of the Company
<b>Equity Securities</b>	Includes a Share or any Option or convertible security issued by the Company or any other security that ASX decides to classify as an Equity Security
<b>Explanatory Statement</b>	The explanatory statement accompanying the Notice of Meeting
<b>June General Meeting</b>	The general meeting of the Company held on 27 June 2024
<b>Key Management Personnel</b>	Key management personnel of the Company (as defined in Section 9 of the Corporations Act)
<b>Listing Rules or ASX Listing Rules</b>	Official listing rules of the ASX

<b>Term</b>	<b>Meaning</b>
<b>Marin &amp; Sons</b>	Marin & Sons LLC
<b>Marin &amp; Sons Placement</b>	The follow-on investment to the November 2023 placement, to raise \$773,000 (before costs), via the issue of 4,831,250 Shares at the issue price of \$0.16 per Share
<b>Marin &amp; Sons Placement Issue Price</b>	\$0.16 per Share issued in connection with the Marin & Sons Placement
<b>Marin &amp; Sons Placement Shares</b>	4,831,250 Shares to be issued to Marin & Sons at the Marin & Sons Placement Issue Price per Share
<b>Marin &amp; Sons Subscription Agreement</b>	The subscription agreement entered into between Marin & Sons and the Company
<b>Meeting or Annual General Meeting</b>	The Annual General Meeting of Shareholders to be held on [14 November] 2024
<b>Notice of Meeting or Notice</b>	The notice accompanying the Explanatory Statement for the Meeting
<b>Nexia</b>	Nexia Perth Audit Services Pty Ltd
<b>Option</b>	An Option in the Company convertible upon exercise into one Share
<b>Performance Right</b>	An Equity Security entitlement to subscribe for, acquire, and / or, be allocated a Share on the basis of one Share for each performance right that vests upon satisfaction of the relevant vesting conditions and other terms and conditions determined by the Board
<b>Pitcher Partners</b>	Pitcher Partners BA&A Pty Ltd
<b>Placement</b>	The placement detailed in paragraph 5.3(f) of the Explanatory Statement.
<b>Placement Issue Price</b>	\$0.11 per Share issued in connection with the Placement.
<b>Proxy Form</b>	The proxy form accompanying this booklet
<b>Resolution</b>	A resolution contained in the Notice of Meeting
<b>Shareholders</b>	The holders of Shares in the Company
<b>Shares</b>	The ordinary shares of the Company
<b>Subscription Amount</b>	\$773,000
<b>2023 AGM</b>	The annual general meeting of the Company held on 10 November 2023.
<b>7.1A Placement shares</b>	The Placement Shares issued under the Additional 10% Placement Facility.

The plural includes the singular and vice versa and words denoting any gender includes all genders.

## **Annexure A – Nomination of Auditor**



## **Annexure A –Nomination of Auditor**

1 October 2024

The Directors

Singular Health Group Limited (ACN 639 242 765)

Unit 2, 41 Discover Drive


Bibra Lake Western Australia 6163

Dear Directors,

I, Steven Wood, a director of Nardie Group Pty Ltd ACN 602 471 287, which is a member of Singular Health Group Limited ACN 639 242 765 (**Company**), nominate Pitcher Partners BA&A Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of the notice of nomination as required by section 328B(3) of the Corporations Act.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Steven Wood', is written over a horizontal line.

Steven Wood  
Director  
Nardie Group Pty Ltd  
(ACN 602 471 287)

Your proxy voting instruction must be received by **10.30am (AWST) on Tuesday, 12 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

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Sydney NSW 2001

#### IN PERSON:

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