



29 October 2024

Dear Shareholder

Important information regarding the 2024 Annual General Meeting

Freedom Care Group Holdings Limited (ASX: FCG) (FCG or the Company) advises that its 2024 Annual General Meeting (AGM) will be held as follows:

Time: 9.30am (AEDT)

Date: Friday 29 November 2024

Location: Hall Chadwick, Level 40, 2 Park Street Sydney NSW 2000

The Notice of Meeting for the AGM can be accessed from the following link on the Company's website at www.freedomcaregroup.com.au It is also available from the Company's announcements platform on the ASX at www.asx.com.au.

The Company will not be posting hard copies of the Notice of Meeting to shareholders who have not elected to receive notice electronically. Notwithstanding this, if you would like to receive a hard copy of the Notice of Meeting, please contact the Company.

The Company's Annual report is also available at the Company's website www.freedomcaregroup.com.au

Proxy lodgement

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy form (enclosed), to be submitted to the Company's share registry no later than 9.30am (AEDT) on Wednesday 27 November 2024 online or by post.

Yours faithfully
Freedom Care Group Holdings Limited

Wayne Kernaghan
Company Secretary

Freedom Care Group Holdings Limited
(ACN 059 950 337)
PO Box R383 Royal Exchange NSW 1225

FREEDOM CARE GROUP HOLDINGS LIMITED
ACN 059 950 337
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.30am (AEDT)

DATE: 29 November 2024

PLACE: Hall Chadwick, Level 40, 2 Park Street Sydney NSW 2000

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm (AEDT) on 27 November 2024.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Freedom Care Group Holdings Limited ("the Company") will be held at the Hall Chadwick, Level 40, 2 Park Street, Sydney, Australia at 9.30am (AEDT) on Friday, 29 November 2024. The attached Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting.

ORDINARY BUSINESS

Item 1 Financial Statements and Reports

To receive and consider the Statement of Financial Position of the Company at 30 June 2024, the Income Statement of the Company for the year ended on that date, together with the consolidated accounts of the Company and its controlled entities and the reports of Directors and Auditors therein.

Resolution 1: Adoption of Remuneration Report

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

"To adopt the remuneration report forming part of the Directors' Report for the financial year ended 30 June 2024."

(Note: The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.)

Voting Restriction

As required by Section 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by key management personnel and any closely related party of any key management personnel as those terms are defined in section 9 of the Corporations Act 2001. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the chair's stated voting intention as outlined in the explanatory memorandum.

Resolution 2: Re-election of a Director

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

"In accordance with the constitution of the Company, Mr Zoran Grujic who, being a director of the Company, retires by rotation and being eligible, is re-elected as a Director of Freedom Care Group Holdings Limited."

The Chair of the AGM intends to vote all available proxies in favour of Resolution 2.

Resolution 3: Approval of the Option Share Trust Plan

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

“That for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme entitled ‘Option Share Trust Plan’ and for the issue of securities under the Option Share Trust Plan on the terms and conditions summarised in the Explanatory Memorandum.”

The Chair of the AGM intends to vote all available proxies in favour of Resolution 3.

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 3 by any persons who are eligible to participate in the Option Share Trust Plan or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a 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 this 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.

Voting prohibition statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this resolution if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Note: Given the Directors are eligible to participate in the Option Share Trust Plan, the Directors will not be voting on this resolution.

SPECIAL BUSINESS

Resolution 4: Approval of Additional 10% Placement Facility

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued 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 purpose and on the terms set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under the Additional 10% Placement Facility (except a benefit solely in the capacity of a holder of ordinary securities); or
- an associate of any such person.

However, the Company will not disregard any votes cast on Resolution 4 by such person if:

- the person is acting 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; or
- the Chair of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely 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.

Important note: The proposed allottees of any Equity Securities under the Additional 10% Placement facility are not yet known or identified. 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.

The Chair of the AGM intends to vote all available proxies in favour of Resolution 4.

Further Business

To transact any further business that may legally be brought forward.

An Explanatory Memorandum to shareholders follows this Notice.

By Order of the Board

W Kernaghan
Company Secretary
29 October 2024

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Freedom Care Group Holdings Limited ("Freedom Care" or "the Company") in connection with the business to be transacted at the Annual General Meeting of shareholders of the Company to be held at Hall Chadwick, Level 40, 2 Park Street, Sydney, Australia at 9.30am (AEDT) on Friday, 29 November 2024.

The Directors recommend shareholders read the accompanying Notice of Annual General Meeting ("Notice") and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

ITEM 1: Financial Statements

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company's annual financial report on its website at www.freedomcaregroup.com.au

Resolution 1: Adoption of Remuneration Report

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ended 30 June 2024. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Resolution 2: Re-election of a Director

The Constitution provides that at every annual general meeting, one third of the Directors must retire from office by rotation and are eligible for re-election. Mr Zoran retires by rotation and is seeking re-election.

Mr Grujic has over 30 years experience in accounting, finance and a broad range of management roles across various industries. Zoran is currently the Company Secretary and CFO of 8common (ASX:8CO) and eBev.com Pty Ltd, a B2B digital marketplace for the distribution of beverages between Suppliers and Venues.

The Directors other than Mr Grujic recommend Shareholders vote in favour of his re-election.

Resolution 3: Approval of the Option Share Trust Plan

General

Resolution 3 seeks Shareholder approval for the adoption of the Option Share Trust Plan ("Plan") in accordance with ASX Listing Rule 7.2 (Exception 13) and to enable Options, and Shares upon exercise of those Options to be issued under the Plan to eligible Directors and employees ("Incentive Securities") to be exempted from ASX Listing Rule 7.1 for a period of 3 years from the date on which Resolution 3 is passed.

The Plan provides employees of the Company with the opportunity to share in the growth in value of the Company and to encourage them to improve the performance of the Company and its return to Shareholders. The Plan intends to assist the Company to attract and retain key employees and to build a culture of ownership across all employees in the Company. **ASX Listing Rule 7.2 (Exception 13)**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (15% Placement Capacity) without Shareholder approval.

ASX Listing Rule 7.2 (Exception 13) operates as one of the exceptions to ASX Listing Rule 7.1. The effect of Shareholder approval under ASX Listing Rule 7.2 (Exception 13) is that any issues of securities under the Plan are treated as having been made with the approval of Shareholders for the purposes of ASX Listing Rule 7.1. Approval under ASX Listing Rule 7.2 (Exception 13) lasts for a period of three years.

If Resolution 3 is not passed, any issue of securities under the Option Share Trust Plan will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of securities the Company can issue over any 12-month period without the approval of Shareholders.

ASX Listing Rule 7.2 (Exception 13(b)) requires certain information to accompany a Notice of AGM in relation to approval sought under ASX Listing Rule 7.1 (Exception 13). This information is set out below:

A summary of the terms of the Plan is set out in Schedule 1.

The maximum number of Incentive Securities proposed to be issued under the Plan following Shareholder approval is 5,415,922.

There have been no prior issues as the plan is being introduced.

A voting exclusion statement in respect of Resolution 3 is contained in the Notice of AGM.

Directors' recommendation

The Directors (given they are eligible to participate in the Plan) abstain from providing a recommendation on Resolution 3.

The Chair of the AGM intends to vote undirected proxies in favour of Resolution 3.

Resolution 4: Approval of Additional 10% Placement Facility

Background

Listing Rule 7.1A enables an eligible entity to issue Equity Securities totalling up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting at which a resolution under Listing Rule 7.1A is approved by a special resolution (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. If this resolution is not approved by shareholders then the Company will not be able to utilise the additional 10% placement facility. The Company will still be able to utilise its 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company's market capitalisation is currently approximately \$15.0 million. The Company is an eligible entity as at the date of this Notice of Annual General Meeting and is expected to be an eligible entity as at the date of the Annual General Meeting.

Resolution 4 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 4 will be to allow the directors to issue Equity Securities under Listing Rule 7.1A during the period set out below (refer to section (c) under the Listing Rule 7.3A Requirements heading in this Explanatory Memorandum).

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).

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 (b) under the Listing Rule 7.3A Requirements heading of this Explanatory Memorandum below).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of the Notice of Annual General Meeting, the Company has on issue one class of quoted Equity Securities, namely Shares.

Listing Rule 7.3A Requirements

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

a. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average price of Equity Securities in the same 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 Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- ii. If the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above the date on which the Equity Securities are issued.

b. Dilution

As at the date of this Notice of Annual General Meeting, the Company has 108,318,453 Shares on issue. If Shareholders approve Resolution 4, the Company will have the capacity to issue approximately 10,831,845 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:

$$(A \times D) - E$$

where:

A has the same meaning as in Rule 7.1;

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 holders of its ordinary securities under rule 7.4; and

“relevant period” has the same meaning as in rule 7.1.

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 to the extent Shareholders do not receive any Shares under such issues. 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 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.

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 (over page) 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 rate 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 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.08 50% decrease in Issue Price	\$0.16 Issue Price	\$0.24 50% increase in Issue Price
Current Variable A 108,318,453 Shares	Shares issued	10,831,845 New Shares	10,831,845 New Shares	10,831,845 New Shares
	Funds raised	\$866,547	\$1,733,095	\$2,599,642
50% increase in current Variable A 162,477,679 Shares	Shares issued	16,247,767 New Shares	16,247,767 New Shares	16,247,767 New Shares
	Funds raised	\$1,299,821	\$2,599,642	\$3,899,464
100% increase in current Variable A 216,636,906 Shares	Shares issued	21,663,690 New Shares	21,663,690 New Shares	21,663,690 New Shares
	Funds raised	\$1,733,095	\$3,466,190	\$5,199,285

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Options are exercised into Shares before the date of the issue of the Equity Securities. The Company currently has no unquoted options on issue.
3. 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%.

4. 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.
5. 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.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
7. The issue price is \$0.16, being the closing price of the Shares on ASX on 11 October 2024.

c. 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 at which the approval is obtained;
- ii. The time and date of the Company's next Annual General Meeting; and
- iii. The time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under Listing Rule 11.1.2 or Rule 11.2.

(the Additional 10% Placement Period).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

d. Purpose of Issues

The Company will seek to issue the Equity Securities for cash consideration which is mandatory. In such circumstances, the Company intends to use the funds raised on continued exploration expenditure and/or 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 3.10.3.

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 issues 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 and solvency of the Company; and
- iv. advice from corporate, financial, and broking advisers (if applicable).

No issue will be made to any related party.

f. Previous issues

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

g. Voting exclusion statement

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

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. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified.

In these circumstances, 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.

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 after the Annual General Meeting. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 4.

Schedule 1: Resolution 3 – Summary of Option Share Trust Plan

Eligible Participants

The eligible participants under the Option Share Trust Plan are a Director (whether executive or non-executive) of any Group Company, a Company Secretary of any Group Company; a full or part time employee of any Group Company; a Casual employee or Eligible Contractor of a Group Company; or a prospective participant, being a person to whom the offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under Rules above, who is declared by the Board to be eligible to receive grants under the Plan.

What securities can be issued under the Plan

Options, Performance Rights and Shares. Under the terms of the Plan, a reference to Options includes Performance Rights.

Limits on number of Options

An offer of Options may only be made under the Option Share Trust Plan if the number of Shares that may be issued on exercise of those Options plus the number of Shares which would be issued if each outstanding Option was exercised plus the number of Shares issued during the previous three years pursuant to the Option Share Trust Plan does not exceed 5% of the total number of issued Shares as at the time of the issue of the Options.

Individual limits

The Option Share Trust Plan does not set out a maximum number of Options that may be issued to any one person.

Consideration payable

The Options will be issued for no cash consideration.

Offer and Performance Conditions

The Options issued under the Plan may be subject to conditions, determined by the Board from time to time in its discretion set out in a written offer (Offer) made by the Board to an eligible participant which is subject to acceptance within a specified time by the eligible participant. In exercising its discretion, the Board may have regard to the following (without limitation):

- The eligible participants length of service within the Group;
- The contribution made by the eligible participant to the Group;
- The potential contribution of the eligible participant to the Group; and
- Any other matter the Board considers relevant.

Expiry Date and Lapse

The Options will have an expiry date, determined by the Board in its absolute discretion and specified in the Offer. The Board may not extend an expiry date without Shareholder approval.

An Option does not automatically lapse if the holder of the Option ceases to be an eligible participant under the Plan.

Forfeiture

The Board may forfeit Options if, in the reasonable opinion of the Board, the holder of the Options has acted dishonestly or in breach of duty or, without limitation, in any way the Board considers detrimental to the interests of the Company or any of its subsidiaries (the onus of disproving which is upon the holder of the Options).

Assignment

Options may not be transferred or otherwise dealt with by the holder except with the prior approval of the Board.

Takeover bid or change of control

All Options approved for issue, that have not vested, automatically vest if an arrangement or reconstruction pursuant to Part 5.1 of the Corporations Act is effected.

Alteration in share capital

The provisions of Listing Rule 7.22 apply to any reorganisation of Options as provided in that Listing Rule.

Pro rata issue of Shares

A holder of Options may only participate in a pro rata offer of new securities in the Company to existing Shareholders if, prior to the record date, the Options have been duly exercised. No adjustment to the number of Options held, nor adjustment to any performance condition which is based, in whole or in part, upon the Company's share price, shall occur as a result of the Company undertaking a rights issue.

Bonus issue

A holder of Options may only participate in a bonus issue of Shares undertaken by the Company if the Options have been duly exercised before the record date for the bonus issue.

The number of Shares to result from an exercise of an Option is increased to the number of Shares which the holder of the Options would have received had the Options been exercised before the record date for the bonus issue.

Termination, suspension or amendment

The Board may terminate, suspend or amend the Option Share Trust Plan at any time subject to any resolution of the Company required by the Listing Rules.

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All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:30am (AEDT) on Wednesday, 27 November 2024.**

🖨 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/fcgagm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting therefore by **9:30am (AEDT) on Wednesday, 27 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/fcgagm2024>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Freedom Care Group Holdings Limited (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Friday, 29 November, 2024 at 9:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 1 & 3**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 1 & 3** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including **Resolutions 1 & 3**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Zoran Grujic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the Option Share Trust Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024