

Notice of issue of ordinary shares under Oceania's long term incentive scheme

This notice is given under NZX Listing Rules 3.13.1 and 3.15.2 and relates to the vesting of performance share rights granted under Oceania's long term incentive scheme (**LTI Scheme**) 2021 Grant, pursuant to which selected key executives were issued performance share rights which entitle them to receive fully paid ordinary shares in Oceania should certain performance hurdles and vesting criteria be met (**Share Rights**).

After the vesting of the Share Rights detailed in this notice, all remaining Share Rights issued under the 2021 Grant will lapse, and there will be no further Share Rights on issue under the 2021 Grant of the LTI Scheme. Please see **Appendix A** for the remaining tranche of Share Rights on issue under the LTI Scheme.

Section 1: Issuer information	
Name of issuer	Oceania Healthcare Limited
NZX ticker code	OCA
Class of financial product	Ordinary shares
ISIN (If unknown, check on NZX website)	NZOCAE0002SO
Currency	NZD
Section 2: Capital change details	
Number issued	57,188
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	\$Nil
Nature of the payment (for example, cash or other consideration)	N/A
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	0.0078%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	<p>Certain of the Share Rights issued under the 2021 Grant pursuant to the LTI Scheme have vested and been exercised and have converted into 57,188 Ordinary Shares.</p> <p>Each Share Right entitled the holder to receive one Ordinary Share in OCA on vesting and exercise, subject to adjustment for satisfaction of tax obligations of the participants. The exercise price was nil.</p> <p>The remaining Share Rights under the LTI Scheme 2021 Grant have lapsed and been cancelled.</p>

Reason for issue and specific authority for issue (the reason for change must be identified here)	Issue of ordinary shares under the LTI Scheme 2021 Grant as a consequence of the vesting and exercise of Share Rights previously granted to retain and incentivise selected key executives.
Total number of Financial Products of the Class after the issue (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue.	724,211,967 ordinary shares after the issue. 353,685 total Share Rights on issue. Details of the tranche of Share Rights on issue are set out in Appendix A to this notice.
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board resolutions dated 25 August 2021 and Listing Rule 4.6.1
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	Terms of the LTI Scheme. The issued shares rank equally with the other fully paid ordinary shares on issue.
Date of issue/acquisition/redemption ²	23/05/24
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Claire Fisher
Contact person for this announcement	Claire Fisher
Contact phone number	09 361 0350
Contact email address	claire.fisher@oceaniahealthcare.co.nz
Date of release through MAP	24/05/24



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Capital Change Notice

Updated as at June 2023

APPENDIX A SHARE RIGHTS ON ISSUE

Tranche	Hurdle	Number	Commencement Date	Measurement Date	Vesting Date
2022TSR3	TSR	353,685	1 April 2022	31 March 2025	31 March 2025
Total:		353,685			