



Promisia

NOTICE OF 2024 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2024 Annual Shareholders' Meeting (**Meeting**) of Promisia Healthcare Limited (**Promisia** or the **Company**) will be held as follows:

Date: Friday 30 August 2024
commencing at 2pm

Venue: Boardroom, Duncan Cotterill,
Level 5 Chartered Accountants
House, 50 Customhouse Quay,
Wellington | Te Whanganui-a-Tara
6011

*The Board remains conscious of
managing costs for shareholders.
Therefore, the Meeting will be an in-
person only event with presentations
and voting results announced to NZX
on the day of the meeting.*

AGENDA

1. Chair's Presentation
2. Shareholder Discussion
3. Resolutions

To consider, and if thought fit, pass the following Resolution:

Resolution 1: To record the re-appointment of William Buck New Zealand as auditor of the Company and to authorise the Directors to fix the auditor's remuneration for the ensuing year.

Further information relating to the Resolution is set out in the Explanatory Notes.

4. To consider any other ordinary business which may properly be brought before the Meeting.

Promisia's Board and management invite attendees to join them for light refreshments at the end of the Meeting.

By Order of the Board of Directors

Rhonda Sherriff
Chair
26 July 2024

EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules. The resolution is an Ordinary Resolution and requires approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

Resolution 1: Auditors’ Remuneration

The Companies Act 1993 requires the Company to appoint an auditor and provides that the fees and expenses of an auditor appointed at an annual meeting can be fixed in the manner determined at that meeting. Section 207S of the Companies Act 1993 provides that the remuneration of the auditor is to be fixed in such a manner as the Company determines at the meeting. The Board proposes that, consistent with commercial practice, the auditor’s remuneration should be fixed by the Directors.

The resolution authorises the Board to fix the remuneration of William Buck Audit (NZ) Limited as the Company’s auditor.

IMPORTANT INFORMATION

VOTING

The only persons entitled to vote at the Meeting are registered shareholders (or their proxies or representatives) as at 2pm on Wednesday 28 August 2024. Only the shares registered in those shareholders’ names at that time may be voted at the Meeting. Voting can be done in two ways: By attending the Meeting and submitting your vote; or by appointing a proxy to vote on your behalf at the Meeting.

There are no voting restrictions applicable to the resolutions being presented to the meeting.

PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY

Any shareholder may appoint another person or persons as proxy to attend, and vote on his, her or its behalf at the Meeting. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which is enclosed with this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online. Either of the joint holders of a share may sign the proxy form. A proxy does not have to be a shareholder in the Company.

The Chair and the Directors offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the resolution.

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as it could appoint a proxy. Corporate representatives should bring along to the Meeting evidence of their authority to act for the relevant corporation. Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Proxy forms must be received by MUFG Corporate Markets no later than 2pm on Wednesday, 28 August 2024. Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Email to meetings@linkmarketservices.com
- Lodged online using the method outlined below.

ONLINE PROXY VOTING

Shareholders may elect to lodge their proxy appointment online. You will need to go to the website of Promisia's share registry, MUFG Corporate Markets <https://investorcentre.linkgroup.nz/voting/PHL>. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

ANNUAL MEETING PRESENTATIONS AND FY24 ANNUAL REPORT

The Meeting presentations and voting results will be released to the NZX and published on the Company's website at <http://www.promisia.co.nz/investor-centre/#investor-news>. A copy of Promisia's latest Annual Report is available publicly, and copies of future shareholder reports to shareholders, will be available on the Company's website at <http://www.promisia.co.nz/investor-centre/#reports-&-results>. You may, at any time, request a free copy of the most recent and future Annual Reports.

You can update your communication preferences by visiting the MUFG Corporate Markets Investor Centre at www.linkmarketservices.co.nz or email to operations@linkmarketservices.co.nz (Please use "PHL Report" as the subject line for easy identification).