



Promisia

NOTICE OF 2024 SPECIAL WARRANT HOLDERS' MEETING

Notice is hereby given that the special meeting (**Meeting**) of an interest group, being persons who hold quoted warrants in Promisia Healthcare Limited (**Promisia** or the **Company**) with the ticker code "PHLWA" (**Warrants** and **Warrant Holders**, respectively) will be held as follows:

Date: Wednesday, 25 September 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 Warrant Holders. 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. Introduction and Background
2. Warrant Holder Discussion
3. Special Resolution

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

Resolution 1: To vary the exercise price of all Warrants on issue from \$0.002 per Warrant to \$0.001 per Warrant on the terms set out in this Notice of Meeting.

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

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

11 September 2024

IMPORTANT INFORMATION

VOTING

Resolution 1 is a special resolution which requires the approval by a majority of 75% of the votes of those Warrant Holders entitled to vote and voting on the resolution.

The only persons entitled to vote at the Meeting are registered Warrant Holders (or their proxies or representatives) as at **2pm on Monday 23 September 2024**. Only the Warrants registered in those Warrant Holders' names at that time may vote 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 resolution being presented at the meeting.

PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY

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

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

A corporation that is a Warrant Holder 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 to the Meeting evidence of their authority to act for the relevant corporation. Any person representing a Warrant Holder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the Warrant Holder(s) and power of attorney.

Proxy forms must be received by MUFG Corporate Markets no later than **2pm on Monday, 23 September 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.

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 (formerly Link Market Services) at <https://investorcentre.linkgroup.nz/voting/PHL>. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

The completed proxy form must be received by MUFG Corporate Markets no later than 48 hours before the Meeting, being **2pm on Monday, 23 September 2024**. Online proxy appointments must also be completed by this time.

LIMITED DISCLOSURE DOCUMENT

Under the Financial Markets Conduct Act 2013 (**FMCA**), a variation to the terms of an existing financial product represents a new offer of financial products which would otherwise require a full product disclosure statement to be prepared. Promisia seeks to rely on the "variations exclusion" contained in Schedule 1, clause 24 to the FMCA in this respect.

As a condition of relying upon this exclusion, Promisia must provide a Limited Disclosure Document to Warrant Holders. The Limited Disclosure Document must contain information relating to the terms of the proposed variation, the purpose and effect of the proposed variation, the steps necessary to bring the proposed variation

into effect, and particulars of any other matters relating to the proposed variation that are material information. The Limited Disclosure Document has been included as an Appendix to this Notice.

SHARE AND WARRANT CONSOLIDATION

As previously announced to the market, the Board has resolved to consolidate Promisia's Shares and Warrants with effect from market open on 27 September 2024. The timetable below provides the key dates of the Share and Warrant consolidation should shareholders and Warrant Holders approve all resolutions presented at the Annual Shareholders' Meeting and Warrant Holders' meeting respectively, and the exercise price of the Warrants is varied from \$0.002 per Warrant to \$0.001 per Warrant.

25 Sept 24	Annual Shareholder Meeting and Special Warrant Holder Meeting
25 Sept 24	Consolidation Ex Date (Trading Halt)
26 Sept 24	9.45 billion Warrants issued to participants of SPP and Placement under Resolution 4
26 Sept 24 (5:30pm)	Record Date for consolidations (Trading Halt)
27 Sept 24	Consolidation implementation date (Trading resumes)

Under the consolidations and subject to rounding:

- every 500 Shares in Promisia will become one (1) Share in Promisia; and
- every 500 Warrants in Promisia will become one (1) Warrant in Promisia. The exercise price of the Warrants will also proportionately consolidate from \$0.001 per Warrant (subject to shareholder and Warrant Holder approval) to \$0.50 per Warrant.

The table below summarises the effect of the consolidations on a hypothetical shareholder who holds 1 million Shares and 3 million Warrants in Promisia, on the assumption that Resolutions 3 and 4 have been passed by shareholders:

	Pre-Consolidation	Post-Consolidation
Shareholding	1,000,000	2,000
Warrant holding	3,000,000	6,000
Warrant exercise price	\$0.001 per Warrant	\$0.50 per Warrant
Amount to pay to exercise 100% of Warrant holding	\$3,000	\$3,000

SPECIAL 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 publicly available. 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 Investor Centre at www.linkmarketservices.co.nz or emailing operations@linkmarketservices.co.nz (Please use "PHL Report" as the subject line for easy identification).

NZ REGCO NO OBJECTION

This Notice has been reviewed by NZX Regulation Limited (**NZ RegCo**). NZ RegCo has confirmed it has no objection to this Notice but takes no responsibility for the contents of this Notice.

EXPLANATORY NOTES

Capitalised terms that have not been defined in this Notice have the same meaning as in the NZX Listing Rules (**Listing Rules**).

Resolution 1: Approval of the variation to the Warrant exercise price

Background

In July 2024, Promisia undertook a capital raise to raise funds to finance the acquisition of Golden View Lifestyle Village and Ripponburn Home and Hospital (**Capital Raise**). The Capital Raise consisted of a combination of placements (**Placement**) and a share purchase plan to all existing shareholders (**SPP**) at an offer price of \$0.001 per share in Promisia (**Share**), raising a total of \$4.725 million. For every one Share allotted under the Capital Raise, one Warrant was allotted for no additional consideration.

On 5 August 2024, 4 billion Shares and 4 billion Warrants were allotted to participants of the Capital Raise. The remaining \$725,000 of Shares and Warrants were allotted on 30 August 2024 when further placement capacity under Listing Rule 4.5.1 was available to the Company. A total of 4.725 billion Warrants are currently on issue.

The Warrants are transferrable and are quoted on the NZX Main Board under the ticker code “PHLWA”. Each Warrant gives the Warrant holder the right, but not the obligation, to subscribe for one additional Share at any time before the expiry date for an exercise price of \$0.002 per Warrant. The key terms of the Warrants are currently as follows:

Exercise Price	\$0.002 per Warrant
Exercise Period	At any time before the Expiry Date
Expiry Date	24 March 2027

Shares issued upon the exercise of the Warrants will be of the same class and rank equally with all other existing Shares quoted on the NZX Main Board.

As previously announced to the market, the Company entered into an agreement on 30 July 2024 to make a \$3 million placement to Asset Management Limited (**AML**) as part of the Capital Raise (**AML Agreement**). Under the AML Agreement, Promisia agreed to, subject to all necessary approvals, vary the exercise price of all Warrants issued by the Company, from \$0.002 per Warrant to \$0.001 per Warrant.

If the resolution is passed, the exercise price of all Warrants on issue will be reduced from \$0.002 per Warrant to \$0.001 per Warrant. All other Warrant terms will remain the same.

The Board considers that the new exercise price to be in the best interests of the Company and fair to all Warrant Holders and shareholders on the basis that agreeing to make this variation secured the Company capital to complete the acquisitions which are value accretive to the Company. In addition, if the Warrants are exercised, further new capital will be introduced to the Company to apply to its growth strategy.

Implications of Resolution 1 Not Proceeding

Should Resolution 1 not be passed by Warrant Holders, Promisia will not be able vary the exercise price as agreed under the AML Agreement, and the exercise price will remain at \$0.002 per Warrant for all Warrant Holders. As such, AML will have the ability to terminate the AML Agreement upon giving notice to Promisia. Upon termination, Promisia must:

- acquire back from AML or arrange a third party to acquire, all Shares and Warrants allotted to AML under the AML Agreement;
- refund to AML all amounts received from AML under the AML Agreement; and

- pay AML the default interest rate of 20% per annum on the \$3 million investment amount until repaid in full.

Shareholder Approval

The variation to the Warrants is also subject to shareholder approval. The shareholders will consider a resolution to vary the Warrants at the Company's annual shareholders meeting which will be held immediately following this Meeting. The variation must be approved by both shareholders and Warrant Holders in order to take effect.

If approved by both shareholders and Warrant Holders, the variation will take effect from the close of the annual shareholders meeting.

APPENDIX – LIMITED DISCLOSURE DOCUMENT

Limited Disclosure Document

This Limited Disclosure Document (**LDD**) is prepared in accordance with the requirements of clause 24 of Schedule 1 to the Financial Markets Conduct Act 2013 (**FMCA**). This LDD relates to the proposed variation of the terms of the single class of warrants currently on issue in Promisia (**Warrant**). Each Warrant in Promisia Healthcare Limited (**Promisia** or the **Company**) provides the holder of the Warrant (**Warrant Holder**) the ability to exercise one Warrant to receive one new share in Promisia (**Share**) upon paying the exercise price at any time prior to the expiry date. New Shares issued upon exercise of the Warrants will be of the same class as all existing Shares in Promisia quoted on the NZX Main Board. This LDD is prepared as at, and dated, 11 September 2024.

Continuous Disclosure

Promisia is subject to continuous disclosure obligations that requires it to notify certain material information to the NZX for the purpose of that information being made available to the market. Market releases by Promisia, including its most recent annual report (for the year ending 31 March 2024) and financial statements, are available at www.nzx.com under ticker code “PHL”. Announcements directly relevant to the Warrants can be viewed under the ticker code “PHLWA”.

Important Document

This LDD is an important document and should be read carefully. If you do not understand this LDD or are in any doubt as to how to deal with it, you should contact a Market Participant, your stockbroker, solicitor, accountant, financial adviser or other professional adviser immediately.

No Guarantees

Nothing contained in this LDD should be construed as a promise of profitability or of investment returns in respect of Promisia. No person named in this LDD (including Promisia or any of its directors, officers, employees or any other person) gives any guarantee or promise as to the future performance of Promisia or the future value of the Share price in New Zealand or the return of capital or payment of any distributions in relation to the Shares and Warrants.

LDD does not constitute recommendation

The information in this LDD does not constitute financial product advice or a recommendation to buy or sell Shares or Warrants. This LDD has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any particular Security Holder.

Defined Terms

Capitalised terms not defined in this LDD have the same meaning as in the NZX Listing Rules (**Listing Rules**).

Governing Law

This LDD is governed by the laws of New Zealand. Each Warrant Holder submits to the exclusive jurisdiction of the Courts of New Zealand.

Further Information

Further background and historical information in connection with Promisia can be found at <http://www.promisia.co.nz/investor-centre/#investor-news>.

Key Terms of the Warrants

Each Warrant entitles the Warrant Holder to subscribe for one Share in the Company on the following terms:

Exercise Price	\$0.002 per Warrant
Expiry Date	24 March 2027
Exercise Period	At any time before the Expiry Date
Transferable	Yes
Quoted on the NZX Main Board	ticker code "PHLWA"
Ranking on Exercise	Pari passu with ordinary Shares quoted on the NZX Main Board.

Proposed Variation

If the resolution is passed by Warrant Holders, the Exercise Price of all Warrants on issue will be varied from \$0.002 per Warrant to \$0.001 per Warrant. All other Warrant terms will remain the same. The full amended Warrant terms have been attached with this LDD.

The new exercise price, if approved by Warrant Holders, will take effect from the close of the annual shareholders' meeting of the Company scheduled for 25 September 2024.

Purpose and Effect of the Proposed Variation

As previously announced to the market, the Company entered into an agreement with Asset Management Limited (**AML**) on 30 July 2024 to make a \$3 million placement to AML as part of its July 2024 capital raise. Under the agreement, Promisia agreed to, subject to all necessary approvals, vary the exercise price of all Warrants issued by the Company, from \$0.002 to \$0.001. This will mean that all Warrant Holders would only need to pay an exercise price of \$0.001 per Warrant to receive one Share in Promisia.

Steps Necessary to Bring the Proposed Variation into Effect

Listing Rule 6.7.1 provides that Promisia must comply with sections 116 and 117 of the Companies Act 1993 as modified, to the effect that the Company must not take any action that affects the rights, privileges, limitations and conditions attached to the Warrants unless that action has been approved by a special resolution of each "interest group", being approval by a majority of 75% of the Warrant Holders entitled to vote.

The Company will seek approval by way of a special meeting of Warrant Holders scheduled for 25 September 2024. This LDD will accompany the notice of meeting.

Should the special resolution of Warrant Holders pass, the Company will then seek approval of the variation of the Warrant terms by way of an ordinary resolution of shareholders at the Company's annual shareholders meeting scheduled for 25 September 2024. The approval of shareholders is sought given shareholders approved the issue of 4 billion Warrants on the current terms on 31 July 2024. As the Company secured investment on different terms after that notice of meeting had been sent to shareholders, the Board has considered, as a matter of good governance, to seek an updated shareholder approval to reflect this variation.

The variation to the Warrants will only take effect if it is approved by both shareholders and Warrant Holders.

Particulars of Any Other Matters Relating to the Proposed Variation that are Material Information

The Company does not consider there to be any further matters relating to the variation of the Warrant Terms that is Material Information for the purposes of the FMCA and Listing Rules.

Appendix: Warrant Terms of Issue (VARIED)

1. Defined Terms

In these terms of issue, defined terms have the following meanings:

Business Day means a day (other than a Saturday or Sunday) on which retail banks are open for the transaction of normal business in Wellington, New Zealand.

Board means the board of directors of the Company.

Company means Promisia Healthcare Limited.

Exchange means the NZX Main Board Market operated by NZX.

Exercise Price means \$0.001.

Holder means a holder of Warrants.

Listing Rules means the NZX listing rules of the Exchange.

NZX means NZX Limited.

Share means a fully paid ordinary share in the Company ranking equally in all respects with all other ordinary shares on issue in the Company.

Warrants means Warrants issued by the Company on these terms of issue.

2. Supremacy of Listing Rules

Where:

- (a) any provision of these terms of issue conflict with the Listing Rules; or
- (b) the Listing Rules provide a benefit or obligation to a Holder or the Company,

these terms shall be deemed modified as reasonably necessary to allow the Company and the Holder to, in either case, comply with the Listing Rules and have the benefits and obligations of the Listing Rules as they directly relate to the Warrants.

3. Subscription Entitlement

Each Warrant entitles the Holder to subscribe for and be allotted one Share.

4. Exercise Period

Warrants may be exercised by a Holder at any time before the expiry date of the Warrants, being 24 March 2027 (the **Exercise Period**).

Any Warrants that are not exercised when the Exercise Period ends will lapse and be of no further effect. The Board of the Company may extend the Exercise Period by written resolution and make an announcement to NZX regarding that extension for it to become effective.

5. No Capital Rights

The Warrants do not confer on a Holder any entitlement to participate in any issue of equity capital, receive distributions or vote at a meeting of shareholders of or in the Company.

6. Exercise of Warrants

To exercise Warrants a Holder must send or deliver to the Company:

- (a) a notice specifying the number of Warrants it seeks to exercise; and
- (b) payment of an amount equal to the Exercise Price multiplied by the number of Warrants being exercised.

7. Allotment of Shares

The Company shall within ten (10) Business Days after receipt of an exercise notice under clause 6 above (and subject to payment being received in cleared funds) allot one Share in respect of each Warrant exercised and procure that the share registrar of the Company, enters the Holder's name in Company's securities registers as the holder of those Shares.

8. Transfer

The Warrants are transferable. Private transfers may be completed by a Holder executing an instrument of transfer. The Company will apply to the Exchange for quotation of the Warrants enabling the Warrants to be transferred through any approved trading system of the Exchange.

9. Subdivision or Consolidation Adjustment

If there is a consolidation or subdivision of the Shares or similar proportionate reconstruction of the Shares, the number of Shares over which a Warrant is exercisable will be consolidated or subdivided in the same ratio and the relevant Exercise Price amended in inverse proportion to that ratio.