



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Updated as at February 2025

Notice of grant of Options under the Oceania Healthcare Share Option Plan

This notice is given under the NZX Listing Rule 3.13.1 and relates to the grant of options (**Options**) to acquire ordinary shares in Oceania Healthcare Limited under the Oceania Healthcare Share Option Plan.

Section 1: Issuer information	
Name of issuer	Oceania Healthcare Limited
NZX ticker code	OCA
Class of financial product	Option to acquire ordinary shares
ISIN (If unknown, check on NZX website)	NZOCAE0002S0
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	3,059,190 Options
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	N/A
Nature of the payment (for example, cash or other consideration)	No consideration is payable for the issue of Options, in accordance with the Oceania Healthcare Share Option Plan Rules.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	10.6 % of all Options currently on issue.
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>Subject to continued employment, Option holders will be able to exercise the Options during the exercise period, which begins 10 Business Days after announcement of OCA's final results in 2028 (Vesting Date) and ends 90 days after the Vesting Date</p> <p>The exercise price for the Options is \$0.65, being the volume weighted average price of OCA shares on the NZX Main Board for the five trading day period prior to 26 May 2025.</p> <p>On exercise of the Options, OCA will facilitate a cashless (net settled) exercise by issuing such number of shares as is equal to the difference between the then current market value and the exercise price, multiplied by the number of Options</p>

¹ The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

	<p>being exercised, divided by the then current market value.</p> <p>OCA will pay tax on the Option holder's behalf for the taxable benefit received by the holder under the plan, but there will be a reduction in the number of shares to be issued to such holder on exercise to the extent the amount of such tax in New Zealand is greater than the tax savings available to OCA (or a subsidiary) in relation to such benefit.</p>
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	<p>The board of OCA has resolved to offer the Options to the CEO and selected employees in order to:</p> <p>(a) reward and retain the CEO and other participants;</p> <p>(b) drive longer-term performance and alignment of incentives of the CEO and other participants with the interests of Oceania's shareholders; and</p> <p>(c) encourage longer term decision-making by the CEO and other participants.</p>
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	31,677,802 Options
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 12 June 2025 and NZX Listing Rule 4.6.1
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<p>Options are subject to the Oceania Healthcare Share Option Plan Rules.</p> <p>New ordinary shares issued upon exercise of the Options will rank equally in all respects with the ordinary shares already on issue.</p>
Date of issue/acquisition/redemption ²	23 June 2025
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	+64 9 361 0350

² Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).



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Contact email address	Claire.fisher@oceaniahealthcare.co.nz
Date of release through MAP	23 June 2025