



QTM: ASX ANNOUNCEMENT

27 January 2022

Merger between Quantum Health Group Limited (ASX:QTM) and Paragon Care Limited (ASX:PGC)

Scheme Meeting – Chair’s address

Quantum Health Group Limited ("**Quantum**") refers to the proposed merger with Paragon Care Limited ("**Paragon**") by way of a scheme of arrangement between Quantum and its shareholders announced to the ASX on 8 November 2021 ("**Scheme**").

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at the Scheme Meeting of Quantum commencing at 3:00pm (Sydney time) today:

- a copy of the address to be delivered by the Chair at the Scheme Meeting; and
- the Scheme Meeting presentation slides.

Details as to how to attend and participate in the virtual Scheme Meeting are included in the Scheme Booklet which was released to ASX on 17 December 2021.

The voting results of the Scheme Meeting will be communicated to the ASX shortly after the conclusion of the Scheme Meeting.

Authorised for lodgement by the Board of Directors of Quantum Health Group Limited.

For more information:

John Walstab, Managing Director, Quantum Health Group Limited
jwalstab@qhealthcare.com.au

QUANTUM HEALTH GROUP LIMITED

CHAIR'S SCRIPT

SCHEME MEETING

VIRTUAL MEETING

Slide 1: Welcome

Good afternoon everyone. As it is now 3:00pm, I declare this 'Scheme Meeting' of Quantum Health Group Limited open.

Slide 2: Introductions

My name is Drew Townsend. I am the chair and a non-executive director of Quantum Health Group Limited and will be chairing the meeting today.

I am joined by my fellow directors John Walstab, Alan McCarthy and Stephanie Wen.

Also present via the online link are:

- Alex Musgrave from Boardroom Pty Limited, who has been appointed returning officer to conduct the polling for this meeting;
- representatives from Leadenhall Corporate Advisory Pty Ltd, the Independent Expert; and
- representatives from our legal advisers, Johnson Winter & Slattery.

I note that we have a quorum present.

Today's meeting is being held online via the Lumi platform. This allows shareholders, proxyholders and guests to attend the meeting virtually. All attendees can watch a live webcast of the meeting via the Zoom link. In addition, shareholders and proxyholders have the ability to ask questions and submit votes.

If we experience any technical issues during today's meeting that results in a significant number of shareholders being unable to reasonably participate, I will adjourn this meeting. We would hope that any technical issues could be resolved quickly, and the reconvened meeting held later today. Please check the ASX if this eventuates.

Slide 3: Overview of online platform

I will now provide an overview of the online platform, including how to ask questions and vote.

Questions can be submitted at any time.

To ask a written question, select the messaging tab at the top of the Lumi platform. At the top of that tab there is a section for you to type your question. Once you have finished typing please hit the arrow symbol to send.

If you would like to submit a question orally, please select the "raise hand" function on the Zoom webpage.

Please note that while you can submit written questions from now on, I will not address them until the relevant time in the meeting.

Please also note that your questions may be amalgamated together if we receive multiple questions on one topic. Finally, due to time constraints we may run out of time to answer all your questions. If this happens, we will answer them in due course via email/posting responses on our website.

Slide 4: How to vote

I would also like to briefly summarise the voting procedures which apply to this meeting.

Voting today will be conducted by way of a poll. The results of the poll will be tallied and announced via the ASX platform as soon as the results are available. In order to provide you with enough time to vote, polling on the Scheme Resolution is open now.

If you are eligible to vote at this meeting, a new polling icon will appear. Selecting this icon will bring up the Scheme Resolution and present you with voting options.

To cast your vote simply select one of the options. There is no need to hit a 'submit' or 'enter' button as the vote is automatically recorded.

You do however have the ability to change your vote, up until the time I declare voting closed at the end of the meeting.

As Chair, I will vote all available proxies in favour of the Scheme Resolution and during the meeting we will display the number of proxy votes received prior to the meeting in relation to the Scheme Resolution.

After the meeting closes, your votes will be counted by our registry, Boardroom, and the results will be lodged on the ASX as soon as available today.

Slide 5: Scheme summary

As you know, this meeting has been convened to consider a proposed scheme of arrangement by which Paragon Care Limited will acquire all of the shares in Quantum from its shareholders.

A detailed Scheme Booklet, including a copy of the Independent Expert's Report prepared by Leadenhall Corporate Advisory Pty, was sent to shareholders in December 2021. That Scheme Booklet provided shareholders with a detailed overview of the proposal, and I will take it as read.

By way of update, I am pleased to confirm that:

- Quantum is not aware of any circumstances which would prevent the conditions precedent to the Scheme from being satisfied or (if necessary) waived; and
- we remain on track to meet the indicative timetable disclosed in the Scheme Booklet.

Quantum's directors are of the unanimous opinion that the Scheme is in the best interests of shareholders. Accordingly, we unanimously recommend that you vote in favour of the Scheme. Each director with an interest in shares in Quantum, being myself and John Walstab, intend to vote in favour of the Scheme.

Our recommendations and intentions have, to date, been subject to two qualifications:

- Firstly, that there is no superior proposal. I can confirm that since the announcement of the Scheme on 8 November 2021, no superior proposal has emerged.
- The second is that the Independent Expert, concludes, and continues to conclude, that the Scheme is in the best interests of Quantum shareholders. As you will have seen in the Scheme Booklet, the Independent Expert concluded that the Scheme is in the best interests of

Quantum Shareholders – and it has not communicated any change to that conclusion since then.

If the Scheme Resolution is passed today, the Second Court Hearing is currently scheduled to be held at 3:00pm on Tuesday, 1 February 2022. If the Court approves the Scheme, a copy of the Court order approving the Scheme will be lodged with ASIC and the Scheme will become Effective.

On the Implementation Date, which, if the Scheme Resolution is passed and Court approval is obtained, is currently expected to be 16 February 2022, all Quantum Shares will be transferred to Paragon and all Scheme Shareholders will receive the Scheme Consideration, being 0.243 Consideration Shares per Scheme Share.

Before we proceed, does anyone have any questions in relation to the issues raised by the Scheme Booklet?

Moderator will announce the following:

[If no questions] *There are no questions from shareholders participating by telephone.*

[If questions] *Introduces speaker, speaker asks questions via telephone – Chair responds to the question or can ask others to respond on behalf.*

[Repeat where necessary]: *Are there any further questions from telephone participants on this Item?*

[If no further questions] *move to online questions.*

I will now respond to questions in relation to the business of the meeting that attendees have submitted over the course of today's meeting.

Moderator will announce the following:

We have received the following question online OR we have received no questions online.

[Online moderator to announce questions] or [questions pushed to the Chair to read out and answer]

Slide 6: Scheme Resolution

The Scheme Resolution for consideration today is set out in the notice of meeting included in the Scheme Booklet. The wording is also set out on the screen, and I will take a moment to read it in full:

“That pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed to be entered into between Quantum Health Group Limited and the Scheme Shareholders, as more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions ordered by the Court) and, subject to approval of the Scheme by the Court, the Quantum Board is authorised to agree to, and implement the Scheme with any such modifications or conditions as are thought fit by the Court.”

The motion will be voted on by way of a poll.

In order for it to be passed, votes in favour must be received from:

- at least 75% of the total votes cast on the Scheme Resolution; and
- unless the Court orders otherwise, a majority in number of Shareholders present and voting (whether in person, by proxy, by attorney or by a corporate representative).

Are there any other questions or matters which relate the Scheme Resolution which anyone would like to raise?

Moderator will announce the following:

[If no questions] *There are no questions from shareholders participating by telephone.*

[If questions] *Introduces speaker, speaker asks questions via telephone – Chair responds to the question or can ask others to respond on behalf.*

[Repeat where necessary]: *Are there any further questions from telephone participants on this Item?*

[If no further questions] *move to online questions.*

I will now respond to questions in relation to the business of the meeting that attendees have submitted over the course of today's meeting.

Moderator will announce the following:

*We have received the following question online **OR** we have received no questions online.*

[Online moderator to announce questions] or [questions pushed to the Chair to read out and answer]

Slide 7: Online votes and proxy lodgements

Valid proxy lodgements and online votes made prior to 3:00pm on 25 January 2022 are set out on the screen. I intend to vote all available undirected proxies in favour of the Scheme Resolution.

- 894,453,372 votes in favour representing 99.81% of votes cast;
- 1,698,600 open votes which have been directed to the Chair of the Scheme Meeting, which I will vote in favour, representing 0.19% of votes cast;
- 10,000 votes against representing 0.00% of votes cast; and
- 104,636 proxies abstained and are accordingly not counted when determining the outcome of the Scheme Resolution.

Voting

Ladies and gentlemen that concludes our discussion on the items of business. I will close the voting system in 2 minutes. Please ensure that you have cast your vote on the Scheme Resolution.

Before calling this meeting to a close, I would like to provide shareholders with this opportunity to ask any questions that you may not have been able to ask earlier. Please follow the steps in the online user guide to ask a question or make a comment via Lumi or select the “raise hand” function on the Zoom webpage to ask a question orally. *[pause]*

Moderator will announce the following:

[If no questions] *There are no questions from shareholders participating by telephone.*

[If questions] *Introduces speaker, speaker asks questions via telephone – Chair responds to the question or can ask others to respond on behalf.*

[Repeat where necessary]: *Are there any further questions from telephone participants on this Item?*

[If no further questions] move to online questions.

I will now respond to questions in relation to the business of the meeting that attendees have submitted over the course of today's meeting.

Moderator will announce the following:

*We have received the following question online **OR** we have received no questions online.*

[Online moderator to announce questions] or [questions pushed to the Chair to read out and answer]

Thank you for your questions and comments.

[After 2 minutes] Voting is now closed.

The results of these votes will be released to the ASX later today.

In concluding the meeting, I will take the opportunity to thank the Quantum and Paragon teams who have all contributed to getting us where we are today.

Slide 8: Close of meeting

Ladies and gentlemen, as there is no further business, I declare the Scheme Meeting closed.



QUANTUM HEALTH GROUP LIMITED

Scheme Meeting

27 January 2022

**Merger between Quantum Health Group Limited (ASX:QTM)
and Paragon Care Limited (ASX:PGC)**

Introduction



Drew Townsend
Non-Executive Chairman



John Walstab
Managing Director / CEO



Alan McCarthy
Non-Executive Director



Stephanie Wen
Non-Executive Director

Quantum Board of Directors

Written Questions



When the Question function is available, the Q&A icon will appear at the top of the app

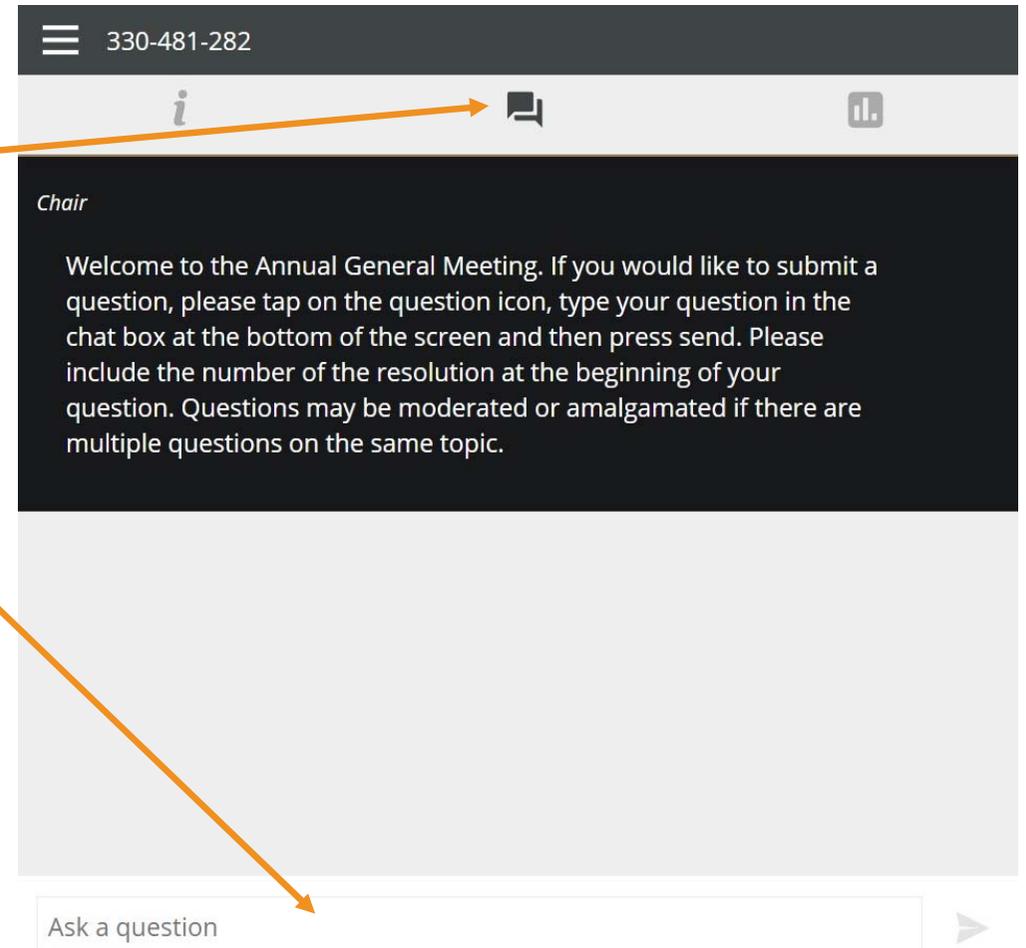


To send in a question, click in the 'Ask a question' box, type your question and press the send arrow



Your question will be sent immediately for review

✓ Received



How to Vote



When the poll is open, the vote will be accessible by selecting the voting icon at the top of the screen



To vote simply select the direction in which you would like to cast your vote. The selected option will change colour

For	Against	Abstain
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There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed

330-481-282

i 

You have voted on 0 of 2 items

Resolution 1: Adoption of the Remuneration Report
Select a choice to send.

For	Against	Abstain
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CANCEL

Resolution 2: Approval of issue of securities under the Short-Term Incentive Plan
Select a choice to send.

For	Against	Abstain
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CANCEL

The screenshot shows the LUMI mobile application interface. At the top, there is a dark header with a hamburger menu icon and the phone number 330-481-282. Below the header is a navigation bar with an information icon 'i' and a voting icon (a bar chart) which is highlighted with an orange arrow from the first text box. The main content area shows a status bar indicating 'You have voted on 0 of 2 items'. Two resolutions are listed: 'Resolution 1: Adoption of the Remuneration Report' and 'Resolution 2: Approval of issue of securities under the Short-Term Incentive Plan'. Each resolution has a 'Select a choice to send.' prompt and three buttons: 'For', 'Against', and 'Abstain'. The 'For' button in the first resolution is highlighted with an orange background. A 'CANCEL' button is located to the right of the buttons for each resolution. An orange arrow from the third text box points to the 'CANCEL' button of the second resolution.

Scheme Summary



Scheme Resolution

“That pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed to be entered into between Quantum Health Group Limited and the Scheme Shareholders, as more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions ordered by the Court) and, subject to approval of the Scheme by the Court, the Quantum Board is authorised to agree to, and implement the Scheme with any such modifications or conditions as are thought fit by the Court.”

Online votes / proxy lodgements

	Votes received	% of votes received (excluding abstentions)	Number of shareholders	% of shareholders (excluding abstentions)
For	894,453,372	99.81%	59	85.51%
Open/ Undirected	1,698,600	0.19%	9	13.04%
Against	10,000	0.00%	1	1.45%
Abstain	104,636	N/A	2	N/A

Close of Meeting

Contact:

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Managing Director / CEO

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