



Promisia

NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2025 Annual Shareholders' Meeting (**Meeting**) of Promisia Healthcare Limited (**Promisia** or the **Company**) will be held as follows:

Date: Tuesday 26 August 2025 commencing at 3pm

Venue: Boardroom, Duncan Cotterill, Duncan Cotterill Plaza, 148 Victoria Street, Christchurch | Ōtautahi 8013

The 2025 Annual Shareholders' Meeting will be held in person at the venue above and simultaneously broadcast online via Microsoft Teams. While only those attending in person will be able to vote at the meeting, shareholders may observe the meeting online and submit questions via the Teams chat function during the meeting.

Presentations will be released to the NZX before the meeting. Voting results will be released to the NZX and published on the Promisia website later that day.

AGENDA

1. Chair's address
2. Financial and operational updates
3. Shareholder discussion
4. Resolutions

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

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.

Resolution 2: That Jill Hatchwell, who was appointed as a Director by the Board during the year, be elected as a director of Promisia.

Resolution 3: That Thomas Brankin, who retires by rotation and is eligible for re-election, be re-elected as a director of Promisia.

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

5. 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

23 July 2025

EXPLANATORY NOTES

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

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.

Resolution 2: Election of Jill Hatchwell

Board Role: Independent director

Jill Hatchwell was first appointed to the Board of Promisia as an independent director on 28 August 2023.

Jill is a professional director with management and governance experience encompassing both public and private sector entities across a range of industries. She is a Chartered Member of the Institute of Directors NZ and is currently serving on the boards of a number of entities including Chatham Rock Phosphate and Aorere Resources.

The Board considers Jill to be an independent director.

Resolution 3: Re-election of Thomas Brankin

Board Role: Non-independent, Executive Director

Thomas Brankin has been involved in building and operating aged care facilities and retirement villages for the last 30 years. Thomas was the original owner of three of Promisia’s aged care facilities before their acquisition by Promisia in 2020 and was instrumental in creating the strong relationships and reputation with the local communities they serve. He is currently an executive director of Promisia assisting with developing and implementing growth strategies for the group. Thomas has been part of the Board of Promisia since 7 May 2013.

The Board considers Thomas to be a non-independent, executive director.

IMPORTANT INFORMATION

Attending the Meeting Online:

Shareholders unable to attend in person may observe the meeting online via Microsoft Teams:

- **Link to join the meeting:** [Click here](#)
- **Meeting ID:** 443 688 810 391 9
- **Passcode:** yk3CC3BW
- **Functionality:** View-only stream. Participants may submit written questions via chat, which may be read and addressed at the discretion of the Chair.
- **Voting:** Not available via Teams. Only in-person attendees or their proxies may vote.
- **Browser compatibility:** Use the latest version of Chrome, Safari or Edge.

VOTING

The only persons entitled to vote at the Meeting are registered shareholders (or their proxies or representatives) as at 3pm on Sunday 24 August 2025. 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 resolutions.

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 Pension & Market Services no later than 3pm on Sunday, 24 August 2025. Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Email to meetings.nz@cm.mpms.mufg.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 Pension & Market Services at <https://nz.investorcentre.mpms.mufg.com/voting/PHL>. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

ANNUAL MEETING PRESENTATIONS AND FY25 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 Pension & Market Services' Investor Centre at <https://nz.investorcentre.mpms.mufg.com> or email to operations.nz@cm.mpms.mufg.com (Please use "PHL Report" as the subject line for easy identification).