

REGIS HEALTHCARE LIMITED

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Chairman's message

21 September 2022

Dear Regis Healthcare Shareholder,

It is my pleasure to invite you to the 2022 Annual General Meeting of Regis Healthcare Limited ("the meeting").

The meeting will be held as a hybrid meeting at 10.00 am (AEDT) on Tuesday, 25 October 2022. The 'in person' component of the meeting will be held at the RACV City Club, Level 2, 501 Bourke Street, Melbourne, 3000.

Members wishing to participate in the meeting using the online platform may do so by logging in to Regis Healthcare's Share Registry's online platform at <https://meetings.linkgroup.com/REG22>.

Please read the accompanying Notice of Meeting which sets out the formal business to be dealt with at the meeting and information about how to participate in person and virtually.

At the 2021 Annual General Meeting 27.06% of eligible votes cast were against adoption of our remuneration report resulting in a 'first strike'. In response to this, the Company sought feedback from stakeholders including proxy advisors and external remuneration consultants and completed a review of the reward framework.

Consistent with broader market practice, for the year ending 30 June 2023, the Company will introduce an executive reward framework with separate short term incentive (STI) and long-term incentive (LTI) plans. The Board believes that this remuneration framework will appropriately incentivise the MD/CEO and align her interests with those of our residents, clients and shareholders. In particular, the new framework will include an Earnings Per Share (EPS) and Star Rating long-term performance hurdle that will need to be met for vesting to occur. This is consistent with the achievement of longer term business objectives including ensuring the quality and safety of care provided by our Company. Further detail regarding the LTI measures has been included in the Explanatory Memorandum.

Your participation is important to the Board. Even if you plan to attend at the RACV City Club or participate via the online meeting platform, I encourage you to submit a directed proxy in advance of the meeting. This will ensure your votes can still be counted if for any reason you cannot participate on the day of the meeting.

Please note your proxy must be lodged or hard copy proxy forms (if you have one) received by the Company by 10.00 am (AEDT) on Sunday, 23 October 2022, to be valid for the meeting.

On behalf of my fellow Directors, I thank you for your continued support and I look forward to welcoming you to the 2022 Regis Healthcare Limited Annual General Meeting.

Yours sincerely

A handwritten signature in blue ink that reads "Graham Hodges".**Graham Hodges**
Chairman

NOTICE OF ANNUAL GENERAL MEETING



2022



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting (**AGM or meeting**) of Regis Healthcare Limited (**Regis** or the **Company**) will be held at the RACV City Club, Level 2, 501 Bourke Street, Melbourne on Tuesday, 25 October 2022 at 10.00am (AEDT).

Shareholders are also able to participate in the AGM using the online platform at: <https://meetings.linkgroup.com/REG22>

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

How to participate in the 2022 AGM in person

If you choose to attend the meeting at the RACV City Club, please bring the proxy form with you to assist your registration and entry to the meeting.

Location:

RACV City Club
Level 2, 501 Bourke Street
Melbourne 3000 VIC

Parking:

Available on site.

Public Transport:

Timetables can be found on <https://www.ptv.vic.gov.au/> with the options of catching the train or tram. The closest train stations are Flagstaff or Southern Cross.

How to participate in the 2022 AGM using the online platform

Shareholders and proxyholders who are unable to attend the AGM in person, can watch, vote, make comments and ask questions during the AGM in real time via the online platform at: <https://meetings.linkgroup.com/REG22>.

To do this, you will need a computer or mobile/tablet device with internet access.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time.

Shareholders: When you log onto the online platform, you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a Shareholder.

Proxyholders: When you log onto the online platform, you will need your proxy code which Link Market Services will provide via email no later than 24 hours prior to the meeting.

Further information on how to use the AGM online platform to participate in the meeting is available in the Online Platform Guide at <https://www.regis.com.au/investor-information/forward-calendar/>.

Other Options for Voting

Shareholders who are unable to participate in person or online on the day of the AGM are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at www.linkmarketservices.com.au or by following the instructions on the Proxy Form. The Proxy must be received by Link Market Services no later than 10.00 am (AEDT) on Sunday, 23 October 2022 to be valid.

Even if you plan to attend at the RACV City Club or participate in the online meeting, you are still encouraged to submit a directed proxy in advance of the meeting. This will ensure your votes can still be counted if for any reason you cannot participate on the day of the meeting.

Options for asking questions

All Shareholders attending in person and online will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company's external Auditor, Ernst & Young.

Shareholders who are participating using the online platform will be able to ask a question by following the prompts in the online platform.

Shareholders who prefer to submit questions in advance of the AGM to the Company or to the Auditor are invited to do so. Questions to the Auditor should relate to the content of the Audit Report or the conduct of the audit.

A Shareholder Question Form is available on the Company's website: <https://www.regis.com.au/investor-information/forward-calendar/>.

Written questions must be received by the Company or Link Market Services Limited by no later than 5.00pm (AEDT) on Tuesday, 18 October 2022, and can be submitted online or by email: Companysecretary@regis.com.au.

Shareholders who are unable or do not wish to attend the meeting in person or access the meeting online will be able to participate by teleconference by dialling 1800 870 861 or +61 2 9189 8867 (outside Australia) at least 10 minutes before the AGM starts. You will need to obtain a personalised PIN number to register. To request a PIN please contact Link Market Services on 1800 990 363 or +61 1800 990 363 (outside of Australia). If your holding cannot be verified by the telephone moderator, you will attend the meeting by telephone as a visitor. To ask a question during the AGM, select star 1 on your phone keypad. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available during the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Technical Difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10.00am (AEDT) on Sunday, 23 October 2022, even if they plan to participate in the meeting online.

Agenda items

1. Annual Financial Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2022.

2. Election of Directors

To consider and, if thought fit, pass each of the following resolutions as ordinary resolutions:

- 2.1 That Ian Roberts, being eligible, be re-elected as a Director of the Company.
- 2.2 That Sally Freeman, being eligible, be elected as a Director of the Company.

3. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2022 be adopted.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

4. Approval of FY2022 grant of performance rights to the Managing Director and Chief Executive Officer under VRRP

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Dr Linda Mellors as her annual equity incentive grant for the year ended 30 June 2022 under the Company's Variable Reward and Retention Plan (VRRP) on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.

Note: A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

5. Approval of FY2023 grant of performance rights to the Managing Director and Chief Executive Officer under Long Term Incentive Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Dr Linda Mellors as her Long Term Incentive (LTI) for the year ending 30 June 2023 under the Company's LTI Plan on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.

Note: A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

6. Renewal of the proportional takeover approval provision

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

That the proportional takeover provisions contained in Rule 6 of the Company's Constitution be renewed for a further 3 years with effect from the date of the meeting.

7. Conditional Spill Resolution

Only if required, to consider and, if thought fit, to pass as an ordinary resolution:

That, subject to and conditional on at least 25% of the votes validly cast on Item 3, being cast against the Remuneration Report for the financial year ended 30 June 2022:

- an extraordinary general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;
- all of the Non-Executive Directors who were in office when the resolution to approve the Directors' Report for the financial year ended 30 June 2022 was passed and who remain in office at the time of the Spill Meeting (being Mr Graham Hodges, Mr Ian Roberts, Mr Bryan Dorman, Dr Christine Bennett and Ms Sally Freeman), cease to hold office immediately before the end of the Spill Meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

Note: A voting exclusion applies to this resolution (see item 2 of the notes relating to voting).

[Note: The resolution in item 7 is subject to the result of the resolution in item 3. The resolution in item 7 will only be put to the AGM if at least 25% of the votes validly cast on the resolution in item 3 are against the resolution in item 3. If you do not want a Spill Meeting to take place, you should vote 'Against' the resolution in item 7. If you want a Spill Meeting to take place, you should vote 'For' the resolution in item 7.]

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board

Date: 21 September 2022

Malcolm Ross
Company Secretary

Notes relating to voting

1. Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7:00 pm (AEDT) on Sunday 23 October 2022 will be entitled to attend and vote at the Annual General Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy, by attorney, or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, Shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2. Voting Exclusions

Resolution 3 & 7

The Company will disregard any votes cast on resolution 3 & 7:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 30 June 2022 or their closely related parties (such as certain family members, dependents and companies they control), regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3 & 7:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though resolution 3 & 7 are connected with the remuneration of the Company's KMP.

Resolution 4 & 5

The Company will disregard any votes cast on resolutions 4 & 5 that are cast:

- in favour of the resolution by or on behalf of Dr Mellors, being the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the incentive scheme, and any of her associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast on resolution 4 & 5:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chairman of the meeting as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides (even though resolution 4 & 5 relate to the remuneration of a member of the KMP); or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Voting by Proxy

A Shareholder entitled to participate and vote has a right to appoint a proxy to participate and vote instead of the Shareholder. A proxy may, but need not be a Shareholder and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes related to voting, and the proxy form).

A Shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Unless the Chairman of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolution 3, 4, 5 or 7, unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 3, 4, 5 or 7.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote 'for', 'against' or to 'abstain' from voting). If you do not mark a box next to resolution 3, 4, 5 or 7 then by signing and submitting the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolution 3, 4, 5 or 7 even though it is connected with the remuneration of the Company's KMP.

The Chairman intends to call a poll on each of the resolutions set out in this Notice of Meeting. On a poll, if:

- a Shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that Shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the Shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that Shareholder.

Please note that for proxies without voting instructions that are exercisable by the Chairman of the meeting, the Chairman intends to vote all available proxies in favour of each resolution except for resolution 7. The Chairman intends to vote all available proxies against resolution 7.

4. Submitting A Proxy

A proxy can be submitted in one of the following ways:

Online: www.linkmarketservices.com.au

Mail: Regis Healthcare Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Facsimile: +61 2 9287 0309

To be effective, a proxy must be received no later than 10.00am (AEDT) on Sunday, 23 October 2022.

5. Corporate Representatives

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). Evidence of the appointment, including any authority under which it has been signed, must be received by the Company prior to the commencement of the meeting, unless it has previously been given to the Company.

6. Voting by Attorney

A Shareholder entitled to participate and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may, but need not be, a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 10:00 am (AEDT) on Sunday 23 October 2022.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2022 Annual General Meeting.

1. Annual Financial Report

The *Corporations Act 2001* (Cth) requires:

- the reports of the Directors and Auditors; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2022,

to be laid before the Annual General Meeting. Neither the *Corporations Act* nor the Company's Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

The Annual Report is available on the Company's website at <https://www.regis.com.au/investor-information/publications/>

2. Election of Directors

The Company's Constitution and Listing Rule 14.4 states that no Non-Executive Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

In accordance with the Company's Constitution, Mr Ian Roberts will stand for re-election as Non-Executive Director, having last been elected by Shareholders on 30 October 2019.

Ms Sally Freeman joined the board on 17 January 2022, and in accordance with Listing Rule 14.4 must not hold office past the next annual general meeting without an election.

Prior to submitting themselves for re-election and election, Mr Roberts and Ms Freeman confirmed that they will have sufficient time to fulfil their duties as Directors of the Company.

The Board has reviewed their performance and is satisfied that each of these Directors bring diligence, commitment, valuable expertise and experience to the deliberations of the Board and its Committees.

2.1 Re-election of Ian Roberts

Ian has nearly 30 years' experience in residential aged care and over 30 years' experience in the real estate sector. Prior to co-leading the Regis journey, Ian was involved in property development (sub divisional and commercial) in South East Queensland.

As a founding shareholder and Director of Regis (Executive Director prior to 2008), Ian headed up the property division with oversight of the development and implementation of the strategy that saw the business grow to in excess of 4,500 beds nationally.

Ian is a non-executive Director in several property and property services enterprises. Ian holds a Bachelor of Science (Surveying) from the Royal Melbourne Institute of Technology.

Currently, Ian is a member of Regis Healthcare's People and Remuneration Committee and chair of the newly formed Property Committee. He has been a director of Regis since 2007.

As Ian is one of the founding shareholders of the Company, the Board does not consider him to be independent. Nevertheless, given his considerable experience and skills, the Directors consider that he adds significant value to the Board.

Recommendation

The Board (with Ian Roberts abstaining) recommends that Shareholders vote **in favour** of resolution 2.1.

2.2 Election of Sally Freeman

Sally was appointed a Non-Executive Director on 17 January 2022 after undergoing appropriate background checks. Sally is an experienced audit, risk and compliance committee chair and previously served as committee member for the Royal Children's Hospital, Uniting Church VIC/TAS, and VicHealth. Sally is also a past Non-Executive Director of KPMG Actuarial Pty Ltd and Swinburne University.

Sally's career spans over 25 years, having worked as a Partner at KPMG and Ernst & Young, with a focus on audit and risk management. Sally is currently a Non-Executive Director at Eastern Health, Regional Investment Corporation, Melbourne Football Club, Suburban Rail Loop Authority and ASX-listed Netwealth Group Limited and Netwealth Superannuation Services. Sally also serves as an independent member of the audit committees of HealthShare Victoria, Caulfield Grammar School and Commonwealth Games Australia.

Sally holds a Bachelor of Commerce from the University of Western Australia and is a Fellow of the Australian Institute of Chartered Accountants. She is a Global Certified Information Systems Auditor, a Graduate of the Australian Institute of Company Directors, a Fellow of the Victorian Williamson Leadership Program and a member of Chief Executive Women.

Sally is Chairman of the Audit, Risk and Compliance Committee and a member of the People and Remuneration Committee and the Clinical Governance and Care Committee.

The Board considers Sally to be Independent.

Recommendation

The Board (with Sally Freeman abstaining) recommends that Shareholders vote **in favour** of resolution 2.2.

3. Remuneration Report

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 58 to 70 of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2022.

At last year's AGM, 27.06% of eligible votes cast were against adoption of the Company's 2021 remuneration report, resulting in a 'first strike'. In response to this, the Company has sought feedback from stakeholders and undertaken a review of the Group's remuneration framework. The Company also engaged KPMG as a remuneration consultant to provide input into the review.

As a result of the review, in FY2023 the VRRP will be replaced by an executive reward framework with separate short term incentive (STI) and long term incentive (LTI) plans. Changes have been made to improve alignment of the remuneration structure with Company performance, drive long term shareholder value and provide enhanced transparency. The LTI Plan is described in detail at Item 5 below.

The 2022 Remuneration Report includes the Board's response to comments made on the 2021 Remuneration Report at the 2021 AGM and the 'first strike'.

The Directors take shareholders' concerns about executive remuneration seriously and believe that, based on the feedback received, the actions address the key concerns that led to the 'first strike' at last year's AGM.

Shareholders should note that whilst the vote on this Item of Business is advisory only, if more than 25% of the votes cast on this Item of Business are against adopting the Remuneration Report, the Contingent Spill Resolution in Item 7 will be put to the meeting. The operation and consequences of a spill resolution are set out under Item 7 below.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting the remuneration policy for future years.

Recommendation

The Board recommends that Shareholders vote **in favour** of the adoption of the Remuneration Report.

4 Approval of FY2022 grant of performance rights to the Managing Director and Chief Executive Officer under VRRP

Why is shareholder approval being sought?

ASX Listing Rule 10.14 requires that Shareholder approval be obtained for the acquisition of securities by a Director under an employee incentive scheme.

Pursuant to ASX Listing Rule 10.14, the Company is seeking Shareholder approval for the grant of performance rights to Dr Linda Mellors, Managing Director and Chief Executive Officer (MD) under the Company's Variable Reward and Retention Plan (VRRP).

What will happen if the resolution is, or is not, approved?

The FY2022 grant of performance rights to Dr Mellors under the VRRP is conditional on receiving Shareholder approval. If Shareholder approval is obtained, performance rights will be granted to Dr Mellors under the Plan shortly after the AGM and in any event within 12 months of the Meeting.

If Shareholders do not approve the proposed grant of performance rights to Dr Mellors under the VRRP, the proposed grant of performance rights will not proceed. In that circumstance, the Board will then consider alternative arrangements to appropriately remunerate the MD.

Overview of the VRRP

The VRRP is structured to align senior executives with Shareholders through a simple and transparent model which rewards performance over both the short and long term.

The VRRP is comprised of two components; a cash component and a performance rights component. To be eligible for the cash component, the 'care and compliance' gateway must be met. Performance within the VRRP is then assessed over a 12-month period against short and long-term measures directly linked to the Company's strategic plan. Any award made is delivered in a combination of cash (40%) and performance rights (60%).

While the Board has committed to replacing the VRRP with the LTI in FY2023, the grant of performance rights under the VRRP relate to Dr Mellors' performance during the financial year ended FY2022.

Each performance right generally entitles the holder to one fully-paid ordinary share in the Company following vesting. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares.

The Company uses performance rights to ensure senior executives are invested in the sustainable long-term performance of the Company, are encouraged to remain committed to the Company and have aligned interests with Shareholders. Prior to vesting, performance rights do not carry any dividend or voting rights.

Further information about the VRRP can be found in the Company's Remuneration Report.

Performance conditions

The FY2022 VRRP was subject to the following performance measures determined by the Board at the start of FY2022:

- EBITDA (30%);
- Net Refundable Accommodation Deposit (RAD) cash flow (30%);
- Lost Time Injury Frequency Rate (10%); and
- KPIs specific to the MD's Individual Strategic Objectives (30%).

The FY2022 Individual Strategic Objectives for the MD was to:

- Improve Regis' performance in key areas (clinical, service, financial)
- Ready Regis for reforms in key areas including workforce, quality & safety, funding and reporting
- Progress growth and development strategies in residential aged care, retirement living and home care

The Board chose these measures as they support short-term financial performance and the achievement of the Company's long-term strategic objectives.

FY2022 VRRP award

Based on performance against the above performance conditions, the MD is eligible to receive a total VRRP award of \$293,760 for FY2022.

Subject to Shareholder approval, Dr Mellors will be granted VRRP performance rights which represents 60% of her VRRP award.

The number of VRRP performance rights to be granted to the MD will be determined by dividing the performance rights portion of the MD's FY2022 VRRP award by the volume weighted average price of the Company's shares traded on the ASX over the 5 trading days commencing on the trading day after the ex-dividend date for the final dividend for FY2022, rounded up to the nearest whole number of performance rights. This is the same methodology that was used to calculate the number of performance rights awarded to other executives of the Company under the VRRP.

Subject to continued employment, the performance rights component of the MD's FY2022 VRRP award will vest in three tranches as follows:

- 17% will vest in or around October 2023;
- 33% will vest in or around October 2024; and
- 50% will vest in or around October 2025.

As the VRRP performance rights form part of the MD's remuneration, they will be granted at no cost and there will be no amount payable on vesting.

Summary of other key terms of the VRRP performance rights

Cessation of employment

Where employment is terminated for cause or ceases due to resignation, unless the Board determines otherwise, all unvested VRRP performance rights will automatically lapse.

In all other circumstances, unless the Board determines otherwise, unvested VRRP performance rights will remain on foot and will vest in the ordinary course, as though employment had not ceased.

Change of control

The Board has discretion to determine whether or not vesting of some or all of a senior executive's performance rights should be accelerated on a change of control. Where only some of the performance rights are vested, the remainder will immediately lapse.

Clawback

The Board may clawback or adjust any awards as a result of a material misstatement in, or omission from, the financial statements or otherwise as a result of fraud, dishonesty or breach of obligations. The Board has discretion to adjust any conditions applicable to a VRRP award, if considered appropriate in the above circumstances.

Restrictions on dealing

The MD must not sell, transfer, encumber, or otherwise deal with VRRP performance rights.

The MD will be free to deal with the shares allocated on vesting of the VRRP performance rights, subject to the requirements of the Company's Policy for Dealing in Securities and applicable law.

Additional information provided in accordance with ASX Listing Rule 10.15

- The MD's total remuneration package for FY2022 was \$1,224,000, comprising \$734,400 as total fixed remuneration (inclusive of superannuation) and \$489,600 as variable remuneration under the VRRP. Shareholders are referred to the FY2022 Remuneration Report for full details of Dr Mellors' remuneration.
- Dr Mellors is the only Director entitled to participate in the VRRP.
- No loan will be made by the Company in relation to the acquisition of VRRP performance rights or allocation to Dr Mellors of any shares on vesting of those rights.
- Details of any securities issued under the VRRP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the VRRP after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.
- Dr Mellors has been previously granted 76,893 VRRP performance rights in FY2021. No amount was payable by Dr Mellors for the grant of the FY2021 VRRP performance rights. For further details refer to the Notice of Meeting or Remuneration Report for FY2021.

Recommendation

The Non-Executive Directors recommend that Shareholders vote **in favour** of resolution 4.

5. Approval of FY2023 LTI grant of performance rights to the Managing Director and Chief Executive Officer

Why is shareholder approval being sought?

ASX Listing Rule 10.14 requires that Shareholder approval be obtained for the acquisition of securities by a Director under an employee incentive scheme.

Pursuant to ASX Listing Rule 10.14, the Company is seeking Shareholder approval for the grant of performance rights to Dr Linda Mellors, Managing Director and Chief Executive Officer under the Company's LTI Plan.

Subject to Shareholder approval, the performance rights will be granted to Dr Mellors shortly after the meeting, and in any event, within 12 months of the meeting.

What will happen if the resolution is, or is not, approved?

The FY2023 grant of performance rights to Dr Mellors under the LTI Plan is conditional on receiving Shareholder approval. If Shareholder approval is obtained, 375,000 performance rights will be granted to Dr Mellors under the Plan within 12 months of the Meeting.

If Shareholders do not approve the proposed grant of performance rights to Dr Mellors under the LTI Plan, the proposed grant of performance rights will not proceed. In that circumstance, the Board would then need to consider alternative arrangements to appropriately remunerate the MD.

Overview of the FY2023 LTI Plan

The LTI Plan is structured to align senior executives with Shareholders through rewarding the achievement of long term sustainable growth and positive results. The LTI Plan, and a separate short term incentive plan, together replace the existing VRRP.

The FY2023 LTI has a performance period ending 30 June 2025, and will be delivered in performance rights.

Each performance right generally entitles the holder to one fully-paid ordinary share in the Company following vesting. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares.

The Company uses performance rights to ensure senior executives are invested in the sustainable long-term performance of the Company, are encouraged to remain committed to the Company and have aligned interests with Shareholders. Prior to vesting, performance rights do not carry any dividend or voting rights.

Further information about the LTI Plan can be found in the Company's Remuneration Report.

Performance conditions

The FY2023 LTI will be subject to the following performance measures:

1) EPS (50%):

Regis' FY25 EPS (cents per share)	Percentage of performance rights that vest
Less than 8.2	Nil
Equal to 8.2	50%
Greater than 8.2 up to 10	Straight line pro-rata 50% to 100%
At or above 10	100%

2) Star Rating Improvement (25% of total weighting):

Improvement in Regis' average Star Rating across all facilities over the performance period. Calculation compares average at commencement of Star Rating program, to average Star Rating at 30 June 2025.	Percentage of rights that vest
Star Rating decrease	Nil
Maintain average Star Rating throughout period	50%
Improve Star Rating average by up to growth target	Straight line pro-rata 50% to 100%
Improve Star Rating average by growth target or more	100%

3) and Relative Star Rating (25% of total weighting):

Company's average star rating relative to residential aged care provider group to be determined by the Board, as at 30 June 2025.	Percentage of rights that vest
Less than median of comparator group	Nil
At median of comparator group	50%
Between median and 75th percentile of comparator group	Straight line pro-rata 50% to 100%
Greater than 75th percentile of comparator group	100%

The Department of Health has advised that the Star Rating Program is intended to allow senior Australians and their families to compare the quality and safety performance of aged care providers.

The Star Ratings comprises four sub-categories:

1. Quality Indicator Rating;
2. Service Compliance Rating;
3. Consumer Experience Rating; and
4. Care Minute Rating.

Each sub-category will receive its own rating, with one star representing below standard, three being average and five representing outstanding. The four sub-category assessments will result in an overall Star Rating for the approved provider. The Star Rating information and methodology will be publicly available and measured independently by the regulator.

At the time of releasing this document, the Star Ratings program is yet to be introduced. The Department of Health and Aged Care has advised that it expects the ratings to be available by the end of 2022.

The Board has chosen to incorporate Star Ratings into the FY2023 LTI as it considers this measure to be an appropriate way to assess the Company's medium term and long term performance in relation to the quality and safety of care provided by the Company to its Residential Aged Care residents.

Given that the Star Ratings are yet to be released, the Board notes that it will retain the ability to adjust these Star Ratings performance conditions during FY2023 in the event that alternate measures are deemed to be more appropriate. These performance conditions will be disclosed in the Remuneration Report published in respect of the year in which the vesting condition is tested.

The precise growth target within the Star Rating Growth measure set by the Board for the performance period are not known and will accordingly be disclosed in the Remuneration Report published in respect of the year in which the vesting condition is tested.

FY2023 LTI award

Based on performance against the above performance conditions, the MD is eligible to receive a maximum LTI award of \$780,000 for FY2023.

Subject to Shareholder approval, Dr Mellors will be granted 375,000 LTI performance rights.

The number of LTI performance rights to be granted to the MD was determined by dividing the performance rights portion of the MD's FY2023 LTI award by the volume weighted average price of the Company's shares traded on the ASX over the 5 trading days commencing on the trading day after the release of the Company's full year FY22 results, rounded up to the nearest whole number of performance rights.

As the LTI performance rights form part of the MD's remuneration, they will be granted at no cost and there will be no amount payable on vesting.

Summary of other key terms of the LTI performance rights

Cessation of employment

Unless the Board determines otherwise, if a senior executive's employment is terminated during the performance period as a 'good leaver', (i.e. as a result of retirement, genuine redundancy, death, terminal illness, total and permanent disablement, or any other reason as determined by the Board) a pro-rata amount of LTI (based on the proportion of whole months employed by the Company during the performance period) will remain on foot and will be tested in the ordinary course.

Unless the Board determines otherwise, if employment is terminated in circumstances in which the senior executive is not considered a 'good leaver' (e.g. resignation, or termination of employment other than where such termination is as a good leaver), LTI performance rights will immediately lapse.

Notwithstanding the above, the Board may, subject to any requirement for shareholder approval, determine to treat LTI in a different manner to that set out above upon cessation as an employee.

Change of control

The Board has discretion to determine whether or not vesting of some or all of a senior executive's performance rights should be accelerated on a change of control.

Clawback

The Board may clawback or adjust any awards as a result of a material misstatement in, or omission from, the financial statements or otherwise as a result of fraud, dishonesty or breach of obligations. The Board has discretion to adjust any conditions applicable to a LTI award, if considered appropriate in the above circumstances.

Restrictions on dealing

The eligible participant must not sell, transfer, encumber, or otherwise deal with LTI performance rights.

The eligible participant will be free to deal with the shares allocated on vesting of the LTI performance rights, subject to the requirements of the Company's Policy for Dealing in Securities.

Additional information provided in accordance with ASX Listing Rule 10.15

- The MD's total remuneration package for FY2023 is \$1,950,000, comprising \$780,000 as total fixed remuneration (inclusive of superannuation) and \$390,000 under the Company's Short Term Incentive Plan and \$780,000 under the LTI.
- Dr Mellors is currently the only Director entitled to participate in the FY2023 LTI Plan.
- No loan will be made by the Company in relation to the acquisition of LTI performance rights or allocation to the MD of any shares on vesting of those rights.
- Details of any securities issued under the LTI Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.
- Dr Mellors has not previously been granted performance rights under the LTI.

Recommendation

The Non-Executive Directors recommend that Shareholders vote **in favour** of resolution 5.

6. Renewal of the proportional takeover approval provision

The provisions relating to proportional takeover bids contained in Rule 6 of the Company's constitution are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. The current provisions were last renewed at the Company's 2019 AGM and will automatically cease to have effect after 30 October 2022.

These provisions must be renewed by way of special resolution at this Annual General Meeting in order to apply to any future proportional takeover offers made after 30 October 2022.

If the renewal of these provisions are approved by shareholders at the meeting, they will be in exactly the same terms as the previous provisions and will operate for three years. A copy of the Company's current constitution is available on the Company's website at: <http://www.regis.com.au/site/wp-content/uploads/2016/04/Regis-Healthcare-Limited-Constitution.pdf>.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect

A proportional takeover offer is where an offer is made to each shareholder for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding.

The provisions of the Company's constitution state that, if a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes (or such later date as is approved by the Australian Securities and Investments Commission).

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be renewed, but only by a special resolution.

Reasons for renewing the provisions

If the proportional takeover approval provision is not in the constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Review of proportional takeover provisions

While proportional takeover approval provisions have previously been in force under the Company's constitution, there have been no full or proportional takeover bids for the Company.

Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders. The Directors are not aware of any potential takeover that has been discouraged by Rule 6 of the Company's constitution.

Potential advantages and disadvantages

The Directors consider that the renewal of the proportional takeover approval provisions has no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders avoid being locked in as a minority;
- the bargaining power of shareholders is increased (this may help ensure that any partial offer is adequately priced); and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

No knowledge of any acquisition proposals

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Recommendation

The Board recommends that shareholders vote **in favour** of the renewal of the proportional takeover approval provisions in the Company's constitution

7. Conditional Spill Resolution

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Item 7 is a conditional resolution and will not be required to be put to the meeting if more than 75% of votes cast on Item 3 are cast in favour of the resolution to adopt the Remuneration Report i.e. if the Company avoids a "second strike".

If the Company is required to put the conditional spill resolution to the meeting, and the spill resolution is passed and becomes effective, it will be necessary for the Board to convene an extraordinary general meeting of the Company (the Spill Meeting) to be held within 90 days of the date of the AGM in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

Effect of Conditional Spill Resolution if passed

If the Spill Meeting is held, the following Non-Executive Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Mr Graham Hodges;
- Mr Ian Roberts;
- Mr Bryan Dorman;
- Dr Christine Bennett;
- Ms Sally Freeman

Even if Mr Roberts and Ms Freeman are re-elected at the AGM, they will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

The Directors listed above are those who held office on 23 August 2022 when the 2022 Directors' Report (including the 2022 Remuneration Report) was approved. If any additional Directors are appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting to remain in office.

When considering this Item of Business, the Directors suggest that Shareholders consider:

- the Board's response to the first strike received at the 2021 AGM, which is set out on page 60 of the 2022 Annual Report;
- the additional costs of, and uncertainty and disruption caused by, convening an additional general meeting of Shareholders which the Board does not consider to be in the best interests of the Company or its Shareholders; and
- each Non-Executive Director has previously been elected as a Director by Shareholders and received strong support from Shareholders.

Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at the Spill Meeting.

Each of the Directors listed above is eligible to stand for re-election at the Spill Meeting and has indicated that he or she intends to seek re-election if a Spill Meeting occurred.

Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at the Spill Meeting.

Each of the Directors listed above is eligible to stand for re-election at the Spill Meeting and has indicated that he or she intends to seek re-election if a Spill Meeting occurred.

Recommendation

The Non-Executive Directors unanimously recommend that shareholders **VOTE AGAINST** this resolution to convene a Spill Meeting if Item 7 is put to the meeting.



Regis Healthcare Limited

ABN 11 125 203 054

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Regis Healthcare Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Regis Healthcare Limited (the **Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the

Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 25 October 2022 (the Meeting)** and at any postponement or adjournment of the Meeting. An email will be sent to your appointed proxy with details on how to access the online platform.

The Meeting will be conducted as a hybrid meeting. You can participate by attending in person at RACV City Club, Level 2, 501 Bourke Street, Melbourne Vic 3000 or logging in online at <https://meetings.linkgroup.com/REG22> (refer to details in the Virtual Annual General Meeting Online Guide). The **Notice of Annual General Meeting** can be downloaded and viewed at the Company's website at <https://www.regis.com.au/investor-information/forward-calendar/>.

Important for Resolutions 3, 4, 5 & 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, by signing and submitting the proxy form without any voting directions you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4, 5 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution except for resolution 7. The Chairman intends to vote undirected proxies against resolution 7.

Name

Email

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

2.1 Re-election of Ian Roberts as a Director

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2.2 Election of Sally Freeman as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of FY2022 grant of performance rights to the MD/CEO under VRRP

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of FY2023 grant of performance rights to the MD/CEO under LTI Plan

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Renewal of the proportional takeover approval provision

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7 Conditional Spill Resolution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Board recommends shareholders vote **IN FAVOUR** of Items 1-6 and **AGAINST** Item 7



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

REG PRX2201N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

If you have received a personalised proxy form, the name and address on top of the form are as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will become your proxy. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

If you leave the section in Step 1 blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. If the Chairman of the Meeting is your proxy or becomes your proxy by default, the Chairman of the Meeting will vote any undirected proxies in accordance with the Chairman of the Meeting's voting intention specified in Step 1, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses subject to any voting restrictions that apply to the proxy. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons or bodies corporate as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry at least 48 hours before the Meeting. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 23 October 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Regis Healthcare Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309