



Austco Healthcare Limited
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NOTICE OF ANNUAL GENERAL MEETING

AUSTCO HEALTHCARE LIMITED

ABN 67 108 208 760

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Austco Healthcare Limited (ABN 67 108 208 760) ("**Company**") will be held at **10:00 am (AEDT) on Thursday, 31 October 2024** as a virtual meeting, online at <https://meetnow.global/MJMNNNZ>, for the purpose of transacting the business set out in this Notice of Meeting.

Following the enactment of the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) which permits companies to hold their Annual General Meetings (**AGM**) using one or more technologies, and in the interests of the health and safety of our Shareholders, personnel and other meeting attendees, the Board has decided to hold the 2024 AGM as a virtual meeting in which Shareholders will be able to participate in the AGM online. Accordingly, there will be no physical venue for Shareholders to attend.

For the purpose of conducting the 2024 AGM virtually, the Board has elected to use the Computershare meeting platform which enables Shareholders to:

- (a) view the AGM presentation materials and listen to the AGM live;
- (b) vote online during the AGM; and
- (c) ask questions and make comments online during the AGM when reasonably appropriate.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the AGM, the Company will provide an update on its website and the ASX platform to notify Shareholders of the details of the postponed or adjourned AGM.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement and the enclosed Proxy Form are to be read in conjunction with and form part of this Notice of Meeting.

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1. ORDINARY BUSINESS

FINANCIAL STATEMENTS, DIRECTORS' AND AUDITOR'S REPORTS

To receive and consider, the financial statements of the Company for the financial year ended 30 June 2024, together with the Directors' Report and the Auditor's Report.

Shareholders should note there is no requirement for Shareholders to approve these reports.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors' Report on pages 13 to 21 of the 2024 Year End Financial Report, be adopted."

Note that the vote on this Resolution 1 is **advisory only** and does not bind the Directors or the Company.

Voting Prohibition Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 (as set out above), and either:

- (c) the proxy appointment is in writing that specified the way the proxy is to vote on the resolution; or
- (d) the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a Key Management Personnel or a Closely Related Party of a Key Management Personnel (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted **in favour** of Resolution 1, subject to compliance with the Corporations Act.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR BRETT BURNS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That Mr Brett Burns, who retires as a Director of the Company by rotation in accordance with clause 15.3 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director of the Company.”

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted **in favour** of Resolution 2, subject to compliance with the Corporations Act.

RESOLUTION 3: APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR CLAYTON ASTLES UNDER THE AUSTCO INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of 821,739 Performance Rights to Mr Clayton Astles, the Chief Executive Officer and a Director of the Company, pursuant to the Company’s Incentive Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Prohibition Statement

A vote on Resolution 3 must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 3 (as set out above), and either:

- (a) the proxy appointment is in writing that specified the way the proxy is to vote on the resolution; or
- (b) the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a Key Management Personnel or a Closely Related Party of a Key Management Personnel (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of:

- (a) Mr Clayton Astles and any other person who will likely obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder);
- (b) a person who is referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Performance Rights Plan; or
- (c) an associate of the person(s) specified in paragraph (a) and (b) above.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted **in favour** of Resolution 3, subject to compliance with the Corporations Act.

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RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 37,297,297 Placement Shares previously issued on 1 May 2024 under ASX Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s). However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF SHARES UNDER AMENTCO ACQUISITION UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 3,015,672 Shares previously issued under the Amentco Acquisition on 3 May 2024 under ASX Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s). However, this does not apply to a vote cast in favour of the Resolution by:

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- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
 - (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 6: RATIFICATION OF PRIOR ISSUE OF SHARES UNDER AMENTCO ACQUISITION UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 7,240,738 Shares previously issued under the Amentco Acquisition on 3 May 2024 under ASX Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s). However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 7: APPROVAL TO AMEND TERMS OF EXISTING EMPLOYEE OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, Shareholders approve the proposed amendment to the terms of the Employee Options to allow the cashless exercise of such Options on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution or on behalf of any person who holds an Option the subject of the approval being sought under this Resolution 7; or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. SPECIAL BUSINESS

RESOLUTION 8: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital in the Company at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed

issue of Equity Securities under Listing Rule 7.1A (except a benefit solely by reason of being a Shareholder) or an associate of that person(s).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted **in favour** of Resolution 8, subject to compliance with the Corporations Act.

3. OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution of the Company.

An explanation of the proposed Resolutions 1 - 8 is set out in the Explanatory Statement, which forms part of this Notice of Meeting.

DATED: 30 September 2024

By Order of the Board



Brendan James Maher

Company Secretary

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VOTING AND PROXIES

Voting Entitlements

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at **7:00pm (AEDT) on Tuesday 29 October 2024**. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

Voting

The AGM will be held entirely virtually in accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) (**Treasury Act**) and there will be no physical venue for Shareholders to attend.

In accordance with section 21 of the Treasury Act, voting on all Resolutions will be conducted on a poll. Shareholders may attend and vote at the Meeting as follows:

- (a) live and online during the Meeting using the Computershare meeting platform; or
- (b) in advance of the Meeting by appointing an attorney or proxy to attend and vote for the Shareholder online.

The Chairman will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

Shareholders may participate in the AGM online via the Computershare meeting platform by entering the following link in your browser: <https://meetnow.global/MJMNNNZ>

Further information about how to log in to the Computershare meeting platform and participate in the Meeting refer to the online user guide www.computershare.com.au/virtualmeetingguide

If you are proposing to attend the Meeting online and vote, there is no need for you to take any further action at this time.

Proxies

You may appoint a proxy to attend the AGM and vote on your behalf. Instructions on how to appoint a proxy are as follows:

- (a) A Proxy Form accompanies this Notice of Meeting. The Shareholders, or the Shareholder's attorney, must sign the Proxy Form if they wish to appoint a proxy.
- (b) A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. We strongly recommend you appoint the Chairman of the Meeting as your proxy.
- (c) Where a Shareholder wishes to appoint two proxies, an additional Proxy Form can be obtained by contacting the Company's share registry.
- (d) A Shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment

does not specify the proportion or number of the Shareholder's votes, each proxy may exercise one half of the Shareholder's votes. Fractions of votes are to be disregarded.

- (e) The *Corporations Act 2001* (Cth) restricts members of the Key Management Personnel and their Closely Related Parties from voting in relation to Resolutions 1 and 3 unless you have directed them how to vote.

The term Closely Related Party is defined in the *Corporations Act 2001* (Cth) and includes a member of the Key Management Personnel's spouse, dependent and certain other close family members, as well as any companies controlled by the Key Management Personnel.

If you intend to appoint:

- (i) a member of the Key Management Personnel (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed Resolution 1;
 - (ii) a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Equity Securities under Listing Rule 7.1A (except a benefit solely by reason of being a Shareholder) or an associate of that person(s), please ensure you direct them how to vote on Resolution 7; and
 - (iii) the Chairman of the meeting as your proxy, you can direct him how to vote by marking the relevant box for Resolutions 1 - 8 and the Chairman must vote in accordance with your direction. If you do not mark the boxes opposite Resolutions 1 – 7 by completing and returning the Proxy Form you will be expressly authorising the Chairman to vote in respect of the relevant Resolution as he sees fit.
- (f) The Chairman will vote all available proxies in accordance with the Board recommendations set out in the Explanatory Statement accompanying this Notice of Meeting.
 - (g) To be valid, the Proxy Form must be signed by the Shareholder or the Shareholder's attorney and must be lodged at the share registry of the Company by:
 - (i) mailing or delivering it to Computershare Investor Services Ltd, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067; or
 - (ii) facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
 - (iii) for voting online by going to www.investorvote.com.au or by scanning the QR Code, found in the enclosed Proxy Form, with your mobile device; or
 - (iv) for Intermediary Online Subscribers only (custodians) by going to www.intermediaryonline.com to submit your voting intentions.
 - (h) Proxies must be received **prior to 10:00am (AEDT) on 29 October 2024**.
 - (i) Further details in relation to proxies are contained on the Proxy Form accompanying this Notice of Annual General Meeting.

Authorised Representatives

A Shareholder which is a body corporate and entitled to attend and vote at the Meeting, or a proxy which is a body corporate and is appointed by a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting by providing that person with a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative. A form of notice of appointment can be obtained from Computershare Investor Services Pty Ltd.

Questions – Before and at the Meeting

Shareholders can submit questions or comments prior to the Meeting by completing the Shareholder Question Form, attached to this Notice of Meeting, and returning it with the Proxy Form (if required).

Questions submitted using the question form must be submitted by no later than 5 Business Days prior to the AGM, being Wednesday 23 October 2024. Questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the audit.

Shareholders may also submit their questions and comments online during the Meeting via the Computershare meeting platform.

The Chairman will endeavour to address as many of the frequently raised questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised. Please note that individual responses will not be sent to Shareholders.

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT TO SHAREHOLDERS
AUSTCO HEALTHCARE LIMITED

ABN 67 108 208 760

This Explanatory Statement has been prepared for the information of Shareholders of Austco Healthcare Limited (ABN 67 108 208 760) (“**Company**”) in connection with the business to be conducted at the Annual General Meeting to be held at **10:00 am (AEDT) on Thursday, 31 October 2024** as a virtual meeting, online at <https://meetnow.global/MJMNNNZ>.

The purpose of this Explanatory Statement is to provide Shareholders with the information which is reasonably required by Shareholders to decide how to vote on the relevant Resolutions and to meet the disclosure and notice obligations contained in the *Corporations Act 2001* (Cth) (“**Corporations Act**”) and the Australian Securities Exchange Limited Listing Rules (“**ASX Listing Rules**”).

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Please refer to this Explanatory Statement for the glossary of terms.

1. ORDINARY BUSINESS

FINANCIAL STATEMENTS, DIRECTORS’ AND AUDITOR’S REPORTS

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2024 will be laid before the Annual General Meeting (“**AGM**” or “**Meeting**”).

Shareholders will be given a reasonable opportunity to raise questions in relation to the reports, however there will be no formal resolution put to the Meeting and there is no requirement for Shareholders to approve the Annual Report.

The Company's Auditor will be present at the Meeting, and Shareholders will be given a reasonable opportunity to ask the Auditor questions about the preparation and content of the Auditor's Report, the accounting policies adopted by the Company for the preparation of the financial statements, the independence of the auditor in relation to the conduct of the audit, or the conduct of the audit generally.

Further, in accordance with the Corporations Act, any Shareholder entitled to cast a vote at the AGM may submit written questions to the Auditor if:

- (a) the question is relevant to:
 - (i) the preparation and content of the Auditor’s Report to be considered at the AGM; or
 - (ii) the conduct of the audit of the 2024 Financial Report to be considered at the AGM; or
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; or
 - (iv) the independence of the auditor in relation to the conduct of the audit, and
- (b) the Shareholder gives the question to the Company no later than 5 Business Days before the day on which the AGM is to be held.

Written questions should be submitted in accordance with the Shareholder Question Form.

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RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

The Remuneration Report for the financial year ended 30 June 2024 is set out in the Directors' Report in the Company's 2024 Year End Financial Report. The Remuneration Report, among other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

The Remuneration Report can be viewed on pages 13 to 21 in the Directors Report section of the Annual Report.

As required under section 250R(2) of the Corporations Act, Resolution 1 will be put to Shareholders to adopt the Remuneration Report. However, in accordance with section 250R(3) of the Corporations Act, Shareholders should note that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Chairman of the Annual General Meeting, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If there is a vote of 25% or more against the Remuneration Report at the Annual General Meeting, and another vote of 25% or more at the next AGM ("**Second Strike**"), then a resolution will be put to Shareholders at the next AGM to put the Board (other than the Managing Director) up for re-election ("**Spill Resolution**"). If the Spill Resolution passes, the Company must hold an extraordinary general meeting within 90 days at which all Directors (other than the Managing Director) who were Directors at the time the Remuneration Report that received the Second Strike will retire and may resubmit themselves for election.

The Board notes that 99.78% of the votes cast at the 2023 Annual General Meeting were in favour of the adoption of the 2023 Remuneration Report.

The Corporations Act prohibits certain persons from voting on this Resolution (see 'Voting Prohibition Statement' in Resolution 1 of the Notice of Meeting).

Voting Restrictions

A voting prohibition statement is set out under Resolution 1 in the Notice of Meeting.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as described in the Remuneration Report, the Directors unanimously recommend that Shareholders vote **in favour** of Resolution 1.

The Chairman of the AGM intends to vote all available proxies **in favour** of Resolution 1.

RESOLUTION 2: RE-ELECTION OF A DIRECTOR – MR BRETT BURNS

Background

Under ASX Listing Rule 14.5, any entity which has Directors must hold an election of Directors at each Annual General Meeting.

Under ASX Listing Rule 14.4 and clause 15.3(a) of the Company's Constitution, no Director (except the Managing Director) may hold office for a period in excess of 3 years, or beyond the third Annual General Meeting following the Director's election, whichever is longer, without submitting himself or herself for re-election. Accordingly, as Mr Burns has been the longest in office, he is required to stand for re-election at this Meeting.

Pursuant to Resolution 2, Mr Brett Burns retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

The experience, qualifications and other details about the candidate for re-election to the office of Director are set out below.

Qualifications and Experience

Mr Burns was appointed as a Director on 21 October 2015 in accordance with clause 15.1(c) of the Company's Constitution. In accordance with clause 15.3 of the Company's Constitution and ASX Listing Rule 14.5, Mr Burns retires, and being eligible, offers himself for re-election as a Director of the Company.

Mr Burns is a corporate governance and legal professional with over 25 years of experience in the field. He has been serving as a Non-Executive Director since October 2015, bringing a wealth of expertise and strategic insight to his role. Mr Burns is the Managing Partner of CBW Partners, a boutique corporate law firm known for its specialization in mergers and acquisitions, debt and equity capital markets, and governance for ASX-listed companies. Throughout his extensive career, Mr Burns has held significant roles including Company Secretary and General Counsel for an ASX top-20 company, senior positions in private practice with prominent national and international law firms, as well as regulatory roles with the Australian Securities and Investments Commission. In addition to his work at Austco and CBW Partners, Mr Burns contributes his expertise as a Non-Executive Director with other companies including a leading Australian tapware manufacturer. Reflecting Mr Burns' commitment to governance he is a graduate of the Australian Institute of Company Directors.

Directors' Recommendation

The Directors (excluding Mr Burns who abstains from making any recommendation in relation to this Resolution 2, due to a material personal interest in the subject matter of the Resolution) recommend that Shareholders vote **in favour** of Resolution 2.

The Chairman of the AGM intends to vote all available proxies **in favour** of Resolution 2.

RESOLUTION 3: APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR CLAYTON ASTLES

Background

The Company established an employee share option and performance rights plan (“**Plan**”), which obtained shareholder approval and was adopted at the annual general meeting of the Company held on 24 November 2016 and renewed in accordance with ASX Listing Rule 7.2 (Exception 13(b)) at the AGM held on 28 November 2022.

The main aim of the Plan was to provide an additional incentive to Eligible Persons (being Directors and other officers, employees, contractors and consultants of the Company and its subsidiaries) to provide dedicated and ongoing commitment and effort to the Company and to reward its Directors and other officers, employees, contractors and consultants for their efforts.

The Company has agreed to issue 821,739 performance rights (“**Performance Rights**”) to Mr Clayton Astles, Chief Executive Officer and a Director of the Company, pursuant to the Plan. The agreement to issue Performance Rights to Mr Astles was made conditional upon the Company obtaining the approval of Shareholders in accordance with the Listing Rules.

These Performance Rights are intended to provide a long-term incentive and align Mr Astles’ interests with those of the Shareholders, in seeking to maximize the value of the Company.

The Company is seeking Shareholder approval of the issue of Performance Rights to Mr Astles, who is an Eligible Person under the Plan.

Regulatory Considerations

Listing Rule 10.14 provides that a company must not permit a Director to acquire securities under an employee incentive scheme without the prior approval of holders of ordinary securities. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11.

Subject to determination by the Board, each Director is entitled to participate in the Performance Rights Plan. The Board has determined that Mr Astles will be granted 821,739 Performance Rights subject to Shareholder approval and the terms of the Plan.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (which includes the grant of Performance Rights) to a related party (which includes a director and former director) of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions set out in sections 210 to 216 of the Corporations Act; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit in the manner set out in sections 217 to 227 of the Corporations Act and the benefit is given to the related party within 15 months following such approval.

Directors are considered to be related parties within the meaning of the Corporations Act.

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For the purposes of Chapter 2E of the Corporations Act, Mr Clayton Astles is a related party of the Company, and the grant of Performance Rights to Mr Astles (on an unconditional basis) will constitute the giving of a financial benefit by virtue of being a Director of the Company.

It is the view of the Directors (other than Mr Astles due to his material personal interest in the Resolution) that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the grant of the Performance Rights, reached as part of the remuneration package for Mr Astles, is considered to be reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires that certain information be provided to Shareholders for the purpose of obtaining Shareholder approval under ASX Listing Rule 10.11. This information is as follows:

Approval is sought for the grants of the following Performance Rights as contained in the table below.

Eligible Person	Mr Clayton Astles, a Director of the Company (pursuant to ASX Listing Rule 10.14.1)
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Current Total Remuneration Package	<p>\$954,503, consisting of:</p> <ul style="list-style-type: none"> (a) \$564,299 in salaries, fees and commissions; (b) \$285,812 in cash bonus; (c) \$49,592 in other benefits; and (d) \$54,800 in equity settled Options and Performance Rights.
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Number of Securities issued to under the Plan to date	<p>677,486 Performance Rights previously issued.</p> <p>Some 6,888,828 Options at various exercise prices have been previously issued.</p>
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Number and Value of Performance Rights to be Issued	821,739 Performance Rights, which would have a deemed value of \$189,000 as at the date of this notice.
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Total number of Performance Rights issued if Resolution 3 is approved	3,145,366 Performance Rights at \$nil consideration, including issues to other eligible employees.
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Austco Performance Rights Plan	(a) The Board will determine participation in the Plan having regard to factors such as seniority, length of service, achievement and contribution.
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- (b) Participation may be subject to the satisfaction of corporate or personal goals.
- (c) Once an invitation is accepted, the Company will grant the number of Performance Rights, which may be subject to vesting conditions.
- (d) Each Performance Right issued under the Plan entitles the holder, to apply for and acquire one Share which will rank equally in all respects with the Shares.
- (e) There is no issue price for the Performance Rights
- (f) Performance Rights may not be transferred other than with the prior written approval of the Board. Quotation of the Performance Share on the ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the vesting of the Performance Rights.
- (g) A Performance Right will lapse upon the holder ceasing to be an Eligible Person (though if the holder ceases to be an Eligible Person by reason of retirement or retrenchment, bankruptcy or death, the Board may determine the Performance Right vests at its discretion).
- (h) There are no participating rights or entitlements inherent in the Performance Right, and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Right.
- (i) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the vesting of any Performance Right, the number of Performance Rights to which each holder is entitled or any terms will be reconstructed in a manner determined by the Board, which complies with the requirements of the ASX Listing Rules.
- (j) The Remuneration Committee will administer the Plan, taking into account the recommendations of a Board committee, and has general power to amend the Plan Rules from time to time.

Vesting Conditions

Performance Rights issued pursuant to the Company's Plan will be subject to Mr Astles remaining employed by

the Company. The measurement period is three years. The vesting of the relevant Performance Rights is also subject to overall performance hurdles as prescribed by the Board. Performance Rights lapse on resignation or termination.

Valuation

The Performance Rights will have a performance period from 1 July 2024 to 30 June 2027. The total value the entity attributes to these securities is A\$189,000. Subject to the satisfaction of the vesting and exercise conditions described above, Mr Astles (or his nominee) will receive one Share in the Company for each Performance Right exercised

Issue Price

The Performance Rights will be granted to Mr Astles at Nil issue price.

Issue Date

1 November 2024

The Vesting Conditions of Mr Astles' Performance Rights are provided below:

	EPS Growth Targets (60% of award)		Indexed TSR (iTSR) (40% of award)	
	CAGR in EPS (3 years)	Percent of Award	Company's TSR Compared to Movement in an Index	Percent of Award
Minimum	5%	25%	= Index Movement	25%
Target	8%	50%	Index Movement +5%	50%
Stretch	>12%	100%	Index Movement +10%	100%

An example vesting scale is provided below:

Performance Level	Company's TSR Compared to Movement in an Index	% of Stretch/ Grant/ Maximum Vesting
Stretch	≥Index Movement + 10%	100%
Between Target and Stretch	>Index Movement + 5% & < Index Movement + 10%	Pro-rata
Target	Index Movement + 5%	50%
Between Threshold and Target	>Index Movement & < Index Movement + 5%	Pro-rata
Threshold	= Index Movement	25%
Below Threshold	< Index Movement	0%

Consistent with ASX Listing Rule 10.15.5, a total of 3,145,366 Performance Rights have been issued (or agreed to be issued) for nil consideration to eligible employees under the Plan since any previous Shareholder approval (including the 821,739 Performance Rights that were conditionally issued to Mr Astles, subject to the Company obtaining the approval of Shareholders in accordance with the Listing Rules).

No other Securities were issued under the Plan since the previous Shareholder approval.

In accordance with ASX Listing Rule 10.15.6, the Directors attribute a value to the Performance Rights based on the following assumptions:

- (i) 821,739 Performance Rights are exercisable at nil consideration;
- (ii) the Performance Rights are to be exercised on or before 30 September 2027, subject to the vesting conditions in accordance with the Company's Performance Rights Plan (the vesting of the Performance Rights will be subject to the continuous employment of Mr Clayton Astles); and
- (iii) assumed share price at grant date of \$0.23.

The assessed fair value at issue date of the Performance Rights granted to Mr Clayton Astles under Resolution 3 is allocated equally over the period from the issue date to the end of the performance period.

The issue of Performance Rights is contingent upon this approval. Subject to approval of Shareholders of the Company, the Performance Rights will be unconditionally issued to Mr Astles as soon as possible following the date of this Annual General Meeting, but in any event within 12 months from the date of the Annual General Meeting.

There is no intention for the Company to grant a loan in relation to the Performance Rights.

In accordance with ASX Listing Rule 10.15.11, it is noted that:

- (a) details of any Performance Rights issued under the Plan will be published in the Annual Report relating to the period in which the Performance Rights were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
- (b) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the 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.

Information Required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Astles under the Plan or about 1 November 2024. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Astles under the Plan and may need to renegotiate alternative forms of remuneration with the relevant Director, which may require addition funds and have an effect on the Company's available cash position.

Voting Exclusion

A voting exclusion statement for Resolution 3 is contained in the Notice of Meeting.

Recommendation

The Directors (other than Mr Clayton Astles who abstains from making any recommendation in relation to this Resolution, due to a material personal interest in the subject matter of the Resolution) recommend that Shareholders vote **in favour** of Resolution 3.

The Chairman of the AGM intends to vote all available proxies **in favour** of Resolution 3.

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RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1

Background

As announced on 24 April 2024, the Company received binding commitments from sophisticated and professional investors for a placement to raise \$6.9 million (**Placement**) through the issue of approximately 37,297,297 Shares at an issue price of \$0.185 each (**Placement Shares**).

The 37,297,297 Placement Shares were issued on 1 May 2024 pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of this Resolution 4).

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue. Participants in the Placement were new and existing professional and sophisticated investors, as those terms are defined in section 708 of the Corporations Act. Resolution 4 seeks the approval of Shareholders to ratify the prior issue of the Placement Shares under ASX Listing Rules 7.1. It is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 1 November 2023.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 or 7.1A set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses up part of the combined 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Placement Shares.

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares issued under Listing Rule 7.1.

Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Placement Shares.

If Resolution 4 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Placement Shares.

Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

The names of the persons to whom the Company issued the securities:	The Placement Shares were issued to professional and sophisticated investors who were identified through a bookbuild process which involved the Company's lead broker (Bell Potter Securities Limited) seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of these investors were a key management personnel (KMP), adviser of AHC or an associate of any of the aforementioned parties. The securities issued to any investor is not more than 1% of the capital of the Company.
The number of securities issued:	37,297,297 Shares were issued under the Company's 15% placement capacity under Listing Rule 7.1 (ratification of which is sought under this Resolution 4)
The date on which the securities were issued:	The Placement Shares were issued on 1 May 2024
The issue price:	The issue price of the Placement Shares was \$0.185 per Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares.
The terms of the securities:	All of the Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and

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	conditions as the Company's existing Shares.
The intended use of the funds raised:	The purpose of the issue of the Placement Shares was to raise \$6.9m (before costs) which was applied towards the completion of the acquisition of Amentco, to payout the existing debt facility, working capital and costs of the offer.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	<p>The Placement Shares were issued under a term sheet that detailed:</p> <p>(a) the price of each Placement Share;</p> <p>(b) the proposed issue date of each Placement Share and</p> <p>(a) the following other material terms:</p> <ul style="list-style-type: none"> • \$6.9m placement together with a \$2.82m entitlement offer; • offer price A\$0.185 per share; • funds raised applied towards the completion of the acquisition of Amentco, to payout the existing debt facility, working capital and costs of the offer. • Bell Potter to be appointed as lead broker to the Placement.
Voting exclusion statement	A voting exclusion statement is contained in Resolution 4.

Recommendation and voting requirements

The Directors recommend that shareholders vote in favour Resolution 4. Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 4. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 4 or to abstain from voting.

RESOLUTIONS 5 AND 6 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER AMENTCO ACQUISITION UNDER LISTING RULES 7.1 AND 7.1A

Background

On 26 April 2024, Austco announced that it had entered into a Share Purchase Agreement with Amentco Enterprise Group Ltd (**Amentco**) to acquire 100% of the shares in Amentco, a healthcare and security solutions provider and a Certified Austco Nurse Call reseller (**Amentco Acquisition**).

The purchase price for the Amentco Acquisition was the following:

- (a) upfront cash payment (subject to adjustments) of \$5m (**Upfront Payment**);
- (b) an earnout amount calculated on the average FY24 EBITDA and FY25 EBITDA of Amentco multiplied by 3.5 times less the Upfront Payment; and
- (c) the issue of 10,256,410 Shares at an issue price of \$0.195 per share, being the 30 day VWAP of Austco two business days before completion (**Amentco Acquisition Shares**).

Please refer to the Company's ASX Announcements dated 21 February 2024 and 26 April 2024 for further details of the Amentco Acquisition.

Approximately 3,015,672 Amentco Acquisition Shares were issued on 3 May 2024 pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 5). Approximately, 7,240,738 Amentco Acquisition Shares were issued on 3 May 2024 pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 6).

Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 1 November 2023.

The issue of the Amentco Acquisition Shares does not fit within any of the exceptions to Listing Rule 7.1 or 7.1A set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses up part of the combined 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Shares.

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Amentco Acquisition Shares.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Amentco Acquisition Shares issued under Listing Rule 7.1. Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Amentco Acquisition Shares issued under Listing Rule 7.1A.

Information required by Listing Rule 14.1A

If Resolutions 5 and 6 are passed, the Amentco Acquisition Shares will be excluded in calculating the Company’s combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Shares.

If Resolutions 5 and 6 are not passed, the Amentco Acquisition Shares will be included in calculating the Company’s combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Shares.

Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5 and 6:

<p>The names of the persons to whom the Company issued the securities:</p>	<p>The Amentco Acquisition Shares were issued to the vendor shareholders of Amentco. None of these vendors were a key management personnel (KMP), substantial shareholder, adviser of AHC or an associate of any of the aforementioned parties. The securities issued to any vendor is not more than 1% of the capital of the Company.</p>
<p>The number of securities issued:</p>	<p>In aggregate, 10,256,410 Amentco Acquisition Shares were issued as follows:</p> <ul style="list-style-type: none"> (a) 3,015,672 Shares were issued under the Company’s 15% placement capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 5); and (b) 7,240,738 Shares were issued the Company’s 10% placement capacity under Listing Rule 7.1A (ratification of which is sought under Resolution 6).

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The date on which the securities were issued:	The Amentco Acquisition Shares were issued on 3 May 2024.
The issue price:	The issue price of the Amentco Acquisition Shares was \$0.195 per Share. The Company has not and will not receive any other consideration for the issue of the Amentco Acquisition Shares.
The terms of the securities:	All of the Amentco Acquisition Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
The intended use of the funds raised:	The purpose of the issue of the Amentco Acquisition Shares was as part consideration for the Amentco Acquisition.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	Please refer the Company's ASX announcements dated 21 February 2024 and 26 April 2024 for further information on the terms of the Amentco Acquisition.
Voting exclusion statement	A voting exclusion statement is contained in Resolutions 5 and 6.

Recommendation and voting requirements

The Directors recommend that shareholders vote in favour Resolutions 5 and 6. Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolutions 5 and 6. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolutions 5 and 6 or to abstain from voting.

RESOLUTION 7: APPROVAL TO AMEND TERMS OF EXISTING EMPLOYEE OPTIONS

Background

Under the Company's previous employee incentive scheme, a number of Options were issued to employees as set out in more detail below (Employee Options), the terms of which contemplate exercise in a traditional manner, being the payment of the exercise price in cash with receipt of one new Share per Option exercised. The Directors seek to amend the terms of the Employee Options to include a cashless exercise facility. The cashless exercise facility will enable those Option holders to set-off the exercise cost of their Options against the number of Shares which they are entitled to receive upon the exercise of their Options. Whether the cashless exercise facility will be utilised by an option holder (assuming Resolution 7 is approved) will be at the absolute discretion of the Option holder.

The Company notes that the Company's current employee incentive scheme permits the Company to offer a cashless exercise facility to eligible employees.

The Options affected by this resolution are set out in the table below:

Issue Date	Number remaining	Type	Exercise Price	Expiry Date
29 September 2021	3,641,000	Series 6	\$0.215	24 September 2025

Resolution 7 seeks Shareholder approval to amend the terms of the Employee Options by including a cashless exercise facility in the terms of the Employee Options. Apart from the proposed amendment, the terms of the Employee Options remain unchanged.

ASX Listing Rule 6.23

ASX Listing Rule 6.23.4 provides that a company must obtain shareholder approval to make a change to the terms of options on issue which is not prohibited under ASX Listing Rule 6.23.3. ASX Listing Rule 6.23.3 prohibits a change to the terms of options which has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities on exercise. The proposed amendment is not prohibited under ASX Listing Rule 6.23.3, as it does not have the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities to be received on exercise of the Employee Options.

Proposed change to Employee Option terms

The Option holder may elect to pay the exercise price by using a cashless exercise facility. If an Option holder elects to use the cashless exercise facility, the Option holder will only be issued that number of Shares (rounded down to the nearest whole number) as determined by the following formula:

$$A = B(C-D) / C$$

where:

A is the number of Shares to be issued to the Option holder.

B is the number of Shares otherwise issuable upon the exercise of the Option or portion of the Option being exercised.

C is the market value of one Share (being the VWAP of a Share sold on ASX on the last 5 trading days on which sales were recorded) immediately before the relevant end of an exercise period.

D is the relevant Exercise Price.

Worked example

The following example demonstrates how the cashless exercise facility will operate in comparison to how the traditional mechanism currently works:

Traditional exercise

If the Option holder holds 50,000 Options (which have vested and are therefore capable of exercise), each with an exercise price of \$0.30 and they elect to exercise all of their Options by paying the exercise price, they would pay \$15,000 and receive 50,000 Shares.

Cashless exercise

If the Option holder elects to use the cashless exercise facility, and the market value of 1 share prior to exercise is \$0.40, the Option holder will pay no cash and receive 12,500 Shares (being $50,000 (\$0.40 - \$0.30)/\$0.40 = 12,500$ Share).

Benefits of the proposed amendment

The Directors consider there are a number of benefits to the Company in offering a cashless exercise facility including:

- (a) limiting dilution to existing Shareholders as fewer Shares are issued under the cashless exercise facility; and
- (b) making retention of the Shares issued on exercise more attractive as the option holder would not need to sell all or part of the Shares to recoup the monies paid to exercise the Options.

Whilst less cash would be received by the Company where the cashless exercise is used, this is not seen as a material consideration as these Options were not issued for the purpose of raising funds, but principally to provide reasonable remuneration for the recipients, and to assist in attracting and incentivising the employees.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 7.

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RESOLUTION 8: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (“**10% Placement Facility**”). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice of Meeting, an eligible entity for the purposes of ASX Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$83.7 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 September 2024).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: AHC).

The Company is seeking Shareholder approval by way of a Special Resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the period up to 12 months after the Meeting (“**10% Placement Period**”) without using the Company’s 15% placement capacity under ASX Listing Rule 7.1 or obtaining the prior approval of Shareholders.

The Company is not currently contemplating the utilisation of this additional capacity under ASX Listing Rule 7.1A if approved by Shareholders, as the Company does not anticipate the need to raise additional funds for its current operations and organic growth opportunities. The Company is seeking Shareholder approval of Resolution 8 for the purpose of ensuring the Company has the ability to raise sufficient capital to fund any specific strategic and inorganic growth opportunities that are brought to the attention of or actively sought by the Company.

If Shareholders approve Resolution 8, the exact number of Equity Securities that may be issued by the Company under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see below).

If Resolution 8 is not passed, the issue of the Equity Securities under the 10% Placement Facility will be included in calculating the Company’s 10% limit, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

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Resolution 8 is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholders' present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

ASX Listing Rule 7.1A

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a Special Resolution at an annual general meeting.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice of Meeting, has on issue one class of quoted Equity Securities, being fully paid ordinary shares.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue at the commencement of the 12 month period immediately preceding the date of issue or agreement ("**Relevant Period**");

- (a) plus the number of fully paid Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2, other than exception 9, 16 or 17;
- (b) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved under rule 7.1 or rule 7.4;
- (c) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the Relevant Period; or
 - (ii) the agreement or issue was approved, or taken under the ASX Listing Rules 7.1 or 7.4 to have been approved;
- (d) plus the number of fully paid Shares issued in the Relevant Period with approval under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without shareholder approval;
- (e) plus the number of partly paid Shares that became fully paid in the Relevant Period;
- (f) less the number of fully paid Shares cancelled in the Relevant Period.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued under or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 364,060,863 ordinary shares and has a capacity to issue:

- (a) 54,609,129 Equity Securities under ASX Listing Rule 7.1; and
- (b) subject to Shareholder approval being obtained under Resolution 4, a further 36,406,086 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 ASX trading days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, which sets out a number of matters that must be included in a notice of meeting seeking approval under ASX Listing Rule 7.1A, the following information is provided:

- (a) the period for which Shareholder approval of the 10% Placement Facility will be valid is the 10% Placement Period, being the period commencing on the date of the Annual General Meeting at which approval is obtained, being 31 October 2024, and expiring on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 31 October 2025;

- (ii) the time and date of the entity's next Annual General Meeting; or
- (iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature and scale of activities) or 11.2 (disposal of main undertaking).

(b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 ASX trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) The purposes for which the funds raised by an issue of Equity Securities under the 10% Placement Facility may be used by the Company include:

- (i) consideration to raise funds for the continuation of the current business operations of the Company and/or general working capital; or
- (ii) consideration for the development of current assets and/or the acquisition of new assets or investments (including the expenses associated with such acquisition).

The table below also shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placement under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Current Issue Price \$0.115	Current Issue Price \$0.23	100% increase in Current Issue Price \$0.46
364,060,863 Current Variable "A"	10% Voting dilution	36,406,086 Ordinary Shares		
	Funds raised	\$4,186,700	\$8,373,400	\$16,746,800
546,091,294 50% increase in current Variable "A"	10% Voting dilution	54,609,129 Ordinary Shares		
	Funds raised	\$6,280,050	\$12,560,100	\$25,120,199
728,121,726 100% increase in current Variable "A"	10% Voting dilution	72,812,173 Ordinary Shares		
	Funds raised	\$8,373,400	\$16,746,800	\$33,493,600

The table has been prepared on the following assumptions:

- The current issue price is \$0.23, being the closing price of the Company's Shares on the ASX on 17 September 2024.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The 10% dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of ordinary shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

Timing of potential issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purpose of potential issue

The Company seeks to issue the Equity Securities for cash consideration and intends to use the funds raised for capital expenditure, inventory and receivables and general operating expenses in the Company and its subsidiaries.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) upon issue of any Equity Securities.

Allocation Policy under 10% Placement Facility

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the purpose of the issue;
- (b) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company;
- (e) the prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Previous approval under Listing Rule 7.1A

For the purposes of ASX Listing Rule 7.3A.6 the following information is provided:

The Company obtained Shareholder approval for the 10% Placement Capacity at its 2023 Annual General Meeting.

The table below shows the total number of Equity Securities issued under 7.1A.2 in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of Equity Securities on the issue at the commencement of the 12 month period.

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Date of issue:	1 May 2024
Number issued	10,256,410
Type of equity security:	Ordinary Shares
Summary of terms:	10,356,410 Ordinary Shares are subject to an escrow period to 29 September 2025
Names of persons who received securities or basis on which those persons was determined	Amentco Enterprise Group Ltd
Price at which equity securities were issued:	\$0.195 per Share
Discount to market price (if any)	Nil
Consideration received	Successful acquisition of Amentco Enterprise Group Ltd
Consideration spent	Nil
Use of cash	Nil
Intended use of remaining consideration (if any)	Nil

Listing Rule 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Facility, it must:

- (a) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under Listing Rule 2.7 that the Equity Securities are being issued under Listing Rule 7.1A; and
- (b) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the Equity Securities and the number of Equity Securities issued to each (not for release to the market).

Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting. As at the date of the Notice of Meeting, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 8.

OTHER MATTERS

The Directors are not aware of any other information that:

- (a) is reasonably required by members in order to decide whether it is in the Company's interests to pass each of the proposed Resolutions; or
- (b) is known to the Company or to any of its Directors that has not previously been disclosed either direct to members or generally to the market in accordance with the Company's continuing disclosure obligations under the ASX Listing Rules.

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NOTICE OF ANNUAL GENERAL MEETING

AUSTCO HEALTHCARE LIMITED

ABN 67 108 208 760

GLOSSARY


Annual General Meeting, AGM, or Meeting	means the Annual General Meeting of Shareholders of Austco Healthcare Limited (ABN 67 108 208 760) to be held at 10:00 am (AEDT) on Thursday, 31 October 2024, as a virtual meeting.
Annual Report	means the Directors' Report, the Financial Statements and the Auditor's Report in respect to the financial year ended 30 June 2024.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
ASX Listing Rules or Listing Rules	means the official listing rules of ASX.
Board	means the current board of Directors of the Company.
Chairman	means the person appointed to chair the meeting of the Company convened by this Notice. Where the context requires, the term means the person who assumes the role of Chairman for the purposes of the conduct of the Meeting one or more specific Resolutions.
Closely Related Party	has the meaning given in the Corporations Act and includes close family members and companies the Key Management Personnel controls.
Company or Austco	means Austco Healthcare Limited (ABN 67 108 208 760).
Constitution	means the current constitution of the Company as at the date of this Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the current directors of the Company.
Directors' Report	means the annual Directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Securities	includes a Share, a right to a Share or Option, an Option, a Performance Right, a convertible security and any security that ASX decides to classify as an Equity Security.

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GLOSSARY

Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the meaning given in the accounting standards and broadly means any person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Computershare meeting platform	means the online facility Shareholders can use to participate in the Meeting using their computer.
Notice of Meeting or Notice	means this notice of Annual General Meeting including the Explanatory Statement.
Option	means an option to be issued a Share.
Ordinary Resolution	means a Resolution to be passed by a simple majority of Shareholders entitled to vote on the Resolution (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).
Performance Right	means a security granted under the Performance Rights Plan.
Performance Rights Plan	means the Company's performance rights plan.
Proxy or Proxy Form	means, for Shareholders, the proxy form enclosed with this Notice.
Remuneration Report	means the remuneration report of the Company for year ended 30 June 2024 contained in the Directors' Report.
Resolution	means a resolution set out in the Notice of Meeting.
Share	means an ordinary share in the capital of the Company.
Shareholder or Member	means a holder of Shares in the Company.
Shareholder Question Form	means, for Shareholders, the question form enclosed with this Notice.
Special Resolution	means a Resolution to be passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).
Trading Day	has the same meaning as under the ASX Listing Rules.
VWAP	means the volume weighted average price.

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 29 October 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184183

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Austco Healthcare Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Austco Healthcare Limited to be held as a virtual meeting on Thursday, 31 October 2024 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Director – Mr Brett Burns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval of Issue of Performance Rights to Mr Clayton Astles under the Austco Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Ratification of Prior Issue of Shares under Amentco Acquisition under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Ratification of Prior Issue of Shares under Amentco Acquisition under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Approval to amend terms of Existing Employee Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Approval of additional Placement Capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



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Austco Healthcare Limited Annual General Meeting

The Austco Healthcare Limited Annual General Meeting will be held on Thursday, 31 October 2024 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 184183

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Tuesday, 29 October 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MJMNNNZ>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.