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## ASX ANNOUNCEMENT

Epsilon Healthcare Limited  
(ACN 614 508 039)

Dated 24 April 2025

### Notice of Annual General Meeting

Epsilon Healthcare Limited (**EPN**), in accordance with the ASX Listing Rules, attaches its Notice of Annual General Meeting (AGM), and AGM Voting/Proxy Form.

The release of this announcement was authorised by the Company Secretary.

A handwritten signature in black ink, appearing to read "R. Legge".

**Richard Phillip Legge**  
Company Secretary  
Epsilon Healthcare Limited

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## NOTICE OF ANNUAL GENERAL MEETING

Epsilon Healthcare Limited (ACN 614 508 039)

Notice is given that the 2024 annual general meeting (**Meeting**) of Epsilon Healthcare Limited (ACN 614 508 039) (**EPN**) will be held on the following date at the following time and place:

Date	Wednesday, May 28, 2025
Time	11.00am (Brisbane time)
Place	Offices of Baker McKenzie, Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland, 4000

### Ordinary business

#### Financial statements and reports

To receive and consider EPN's financial report, the Directors' report, and the auditor's report for the financial year ended 31 December 2023.

#### Resolution 1: Adoption of Remuneration Report

To consider and, if in favour, to pass the following Resolution under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the Remuneration Report of the Directors for the financial year ended 31 December 2023 be adopted.'

**Note:** Under section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or EPN. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing EPN's remuneration policies. Votes must not be cast on Resolution 1 in any capacity by the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties. Please refer to the voting restriction statement for Resolution 1.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

#### Resolution 2: Election of Ms Zoe Hutchings as a Director

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 2 'That Ms Zoe Hutchings, being a Director who retires in accordance with clauses 19.5 and 20.2 of the Constitution and ASX Listing Rules 14.4 and 14.5 and, being eligible, be elected as a Director.'

**Note:** Information about the above candidate appears in the Explanatory Memorandum.

The Directors (with Ms Hutchings abstaining) recommend that you vote **in favour** of Resolution 2.

Dated April 23, 2025

By order of the Board



**Richard Phillip Legge**  
Company Secretary  
Epsilon Healthcare Limited

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## Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder of EPN. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (b) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (c) If the proxy form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (d) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
- (e) If the proxy is the Chair of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (f) If the proxy is not the Chair of the Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (g) If the proxy form specifies the way the proxy is to vote on a particular Resolution and the proxy is not the Chair of the Meeting and a poll is demanded and either:
  - (i) the proxy is not recorded as attending; or
  - (ii) the proxy does not vote,
 the Chair of the Meeting is deemed the proxy for that Resolution.
- (h) A corporation may elect to appoint a representative, rather than appoint a proxy, under the *Corporations Act 2001* (Cth) in which case EPN will require written proof of the representative's appointment which must be lodged with or presented to EPN before the Meeting.
- (i) If you wish to appoint a proxy, to be effective, proxy forms must be received by EPN at its registered office, or received by EPN's share registry, no later than 11.00am (Brisbane time) on Monday, May 26, 2025.
- (j) EPN has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in EPN's register of Shareholders as at 7.00pm (Brisbane time) on Monday, May 26, 2025.
- (k) If you have any queries on how to cast your votes, please call Richard Phillip Legge (Company Secretary) on +61 2 9299 8977 during business hours.

## Voting restrictions

### Resolution 1 – Adoption of Remuneration Report

For the purposes of the Corporations Act, EPN will disregard votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, members of the Key Management Personnel details of whose remuneration are included in the Remuneration Report and their Closely Related Parties may cast a vote on Resolution 1 as proxy if the vote is not cast on their behalf and either:

- (a) the proxy appointment is in writing and specifies the way the proxy is to vote on Resolution 1; or
- (b) the vote is cast by the Chair of the Meeting and the appointment of the Chair of the Meeting as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and
  - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member (or acting on behalf of such a person), and purport to cast a vote on Resolution 1 that will be disregarded by EPN, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

## EXPLANATORY MEMORANDUM

Epsilon Healthcare Limited (ACN 614 508 039)

This Explanatory Memorandum accompanies the notice of annual general meeting (**Notice of Meeting**) of EPN to be held at 11.00am (Brisbane time) on Wednesday, May 28, 2025 at the offices of Baker McKenzie, Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland, 4000 (**Meeting**).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

### Ordinary business

#### Financial statements and reports

- 1 The Corporations Act requires that EPN's financial report, the Directors' report, and the auditor's report be laid before the Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the Meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the Meeting, Shareholders may address written questions to the Chair of the Meeting about the management of EPN or to EPN's auditor, A D Danieli Audit Pty Ltd (ACN 136 616 610), if the question is relevant to:
  - the content of the auditor's report to be considered at the Meeting; or
  - the conduct of the audit of the annual financial report to be considered at the Meeting.

**Note:** Under section 250PA(1) of the Corporations Act, a Shareholder must submit any questions to EPN no later than the fifth business day before the day on which the Meeting is to be held.

- 5 Under section 250PA(1) of the Corporations Act, written questions for A D Danieli Audit Pty Ltd (ACN 136 616 610), must be given to EPN by no later than 5.00pm (Brisbane time) on Wednesday, May 21, 2025 to:

The Company Secretary  
Epsilon Healthcare Limited  
Level 1,1 Jamison Street  
SYDNEY NSW 2000,

or via email to [corporate@epsilonhealthcare.com.au](mailto:corporate@epsilonhealthcare.com.au)

- 6 EPN's financial report, the Directors' report, and the auditor's report are available on ASX's website (<https://www.asx.com.au/>) under the ASX ticker code 'EPN'.

#### Resolution 1: Adoption of Remuneration Report

##### General

- 7 Shareholders are asked to adopt EPN's Remuneration Report for the financial year ended 31 December 2023. This Remuneration Report is included in the Directors' report in the 2023 Annual Report. A copy of the 2023 Annual Report is available on ASX's website (<https://www.asx.com.au/>) under the ASX ticker code 'EPN'.

- 8 Under the Corporations Act, EPN is required to include in the business of its Meeting a Resolution that its Remuneration Report for the financial year ended 31 December 2023 be adopted.
- 9 The Remuneration Report:
- explains the Board's policies on the nature and level of remuneration paid to Directors and each member of Key Management Personnel within the EPN group;
  - discusses the link between the Board's policies and EPN's performance;
  - sets out the remuneration details for each Director and for each member of EPN's Key Management Personnel; and
  - makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating members of the Key Management Personnel, including executive Directors.
- 10 The Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.
- 11 Resolution 1 is advisory only and does not bind the Directors or EPN. The Board will take the discussion at the Meeting into consideration when determining EPN's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

#### Directors' recommendation

- 12 As Resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding Resolution 1.

**Note:** If you appoint the Chair of the Meeting as your proxy for Resolution 1 and you do not provide voting directions, the Chair of the Meeting is entitled to cast your vote in accordance with his or her stated intentions, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

If you appoint another Director or member of the Key Management Personnel as your proxy for Resolution 1, you **MUST** direct your proxy how to vote, or otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

## Resolution 2: Election of Ms Zoe Hutchings as a Director

### General

- 13 Under clause 19.5 of the Constitution, any Director, except the Managing Director, appointed by the Directors as a Director to fill a casual vacancy or as an addition to the Board must retire from office at, and will be eligible for re-election at, the next annual general meeting following that Director's appointment. Under clause 20.2 of the Constitution, while EPN is admitted to the Official List of ASX, at least one Director must stand for election or re-election at each annual general meeting. In addition, ASX Listing Rule 14.4 states that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity (noting that the rule does not apply to the Managing Director). ASX Listing Rule 14.5 also states that an entity which has directors must hold an election of directors at each of its annual general meetings. A Director who retires in accordance with these requirements is eligible for election or re-election (as applicable).
- 14 EPN currently has three Directors. One of those Directors, Mr Alan Beasley, was last re-elected at EPN's 2023 annual general meeting and is therefore not yet due for re-election. The other two of those Directors, Mr Peter Giannopoulos and Ms Zoe Hutchings, were appointed as Directors by the Voluntary Administrator, each as a Director to fill a casual vacancy or as an addition to the Board, effective in both cases on 11 June 2024. Mr Giannopoulos is the Managing Director and is therefore exempt from Director rotation requirements under clauses 19.5 and 20.6 of the Constitution and ASX Listing Rule 14.4. Ms Hutchings is therefore required to retire at the

Meeting in accordance with clauses 19.5 and 20.2 of the Constitution and ASX Listing Rules 14.4 and 14.5 (and will be eligible for election at the Meeting in accordance with clauses 19.5 and 20.7 of the Constitution).

- 15 Ms Hutchings has built an extensive career leading pharmaceutical and healthcare businesses to deliver success and identify opportunities for diversification and growth and to realise long-term profitability in multiple geographical jurisdictions. Her leadership of the company-wide strategy at Sandoz Pharmaceuticals, encompassing a start-up business unit and cross-company strategy, led to a return to margin accretive growth. Working within the healthcare setting has provided Ms Hutchings with the opportunity to work within highly regulated markets and enabled Ms Hutchings to develop strong financial and operational governance, strategy development, and organisational advocacy. Ms Hutchings has been driven by a passion to improve health outcomes by creating earlier and expanded access to medicines. Ms Hutchings has recently completed a Master of Sustainability at the University of Sydney, specialising in sustainable development in business, health, law and policy. Concurrently, Ms Hutchings established a consultancy business utilising her extensive skills acquired in the pharmaceutical and healthcare industry across multiple therapeutic areas managing portfolios at various product life cycle stages from launch of new molecular entities to managing patent expiries and established generic portfolios.

#### Directors' recommendation

- 16 The Directors (with Ms Hutchings abstaining) recommend that you vote **in favour** of Resolution 2.

**Note:** The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

## DEFINITIONS

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

<b>2023 Annual Report</b>	means EPN's annual report including the reports of the Directors and auditor and the financial statements of EPN for the financial year ended 31 December 2023, which can be downloaded from ASX's website ( <a href="https://www.asx.com.au/">https://www.asx.com.au/</a> ) under the ASX ticker code 'EPN'.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the securities exchange operated by it, as the case requires.
<b>ASX Listing Rules</b>	means the listing rules of ASX.
<b>Board</b>	means the board of Directors of EPN.
<b>Closely Related Party</b>	of a member of Key Management Personnel means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependant of the member or of the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with EPN; (e) a company the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) for the purposes of paragraph (f) of the definition of 'closely related party' in section 9 of the Corporations Act.
<b>Constitution</b>	means the existing constitution of EPN.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of EPN.
<b>EPN</b>	means Epsilon Healthcare Limited (ACN 614 508 039).
<b>EPN Shares</b>	means fully paid ordinary shares in the capital of EPN.
<b>Explanatory Memorandum</b>	means the explanatory statement accompanying the Resolutions contained in this Notice of Meeting.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board, being those persons having authority and responsibility for planning, directing and controlling the activities of EPN, or if EPN is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of EPN, or if EPN is part of a consolidated entity, of an entity within the consolidated group.
<b>Meeting</b>	means EPN's annual general meeting the subject of this Notice of Meeting.
<b>Notice of Meeting</b>	means this notice of meeting and includes the Explanatory Memorandum.
<b>Remuneration Report</b>	means that section of the Directors' report under the heading 'Remuneration Report' set out in the 2023 Annual Report that is included under section 300A(1) of the Corporations Act.
<b>Resolution</b>	means a resolution set out in this Notice of Meeting.
<b>Shareholder</b>	means a person who is a registered holder of EPN Shares.

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## Need assistance?



### Phone:

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



### Online:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Monday, 26 May 2025.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 184884**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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 Epsilon 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 2024 Annual General Meeting of Epsilon Healthcare Limited to be held at the Offices of Baker McKenzie, Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland, 4000 on Wednesday, 28 May 2025 at 11:00am (AEST) 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Ms Zoe Hutchings as a Director	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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