

17 October 2025

## ASX ANNOUNCEMENT

### 2025 NOTICE OF ANNUAL GENERAL MEETING

Paragon Care Limited (ASX: PGC) ("ParagonCare" or the "Company") attaches the following documents relating to its 2025 Annual General Meeting to be held in person at 77-97 Ricketts Road, Mount Waverley VIC 3149 at 1.00pm (AEDT) on Wednesday, 19 November 2025:

- Notice of Annual General Meeting
- Proxy Form
- Notice and Access Letter

**ENDS**

**For further information please contact:**

Carmen Riley

Chief Executive Officer

[carmen.riley@paragoncare.com.au](mailto:carmen.riley@paragoncare.com.au)

This announcement is authorised for release to the market by the Board of Directors of Paragon Care Limited.

#### About Paragon Care Limited

Paragon Care Limited (ASX: PGC) is an Australian based listed company in the healthcare sector. It is a leading provider of medical equipment, devices, consumables, pharmaceuticals, complementary medicines, nutritional supplies, and manufacturer of Blood Bank diagnostic reagents to the healthcare markets in Australia, New Zealand and Asia.

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# NOTICE OF 2025 ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

**Date of Meeting**

Wednesday, 19 November 2025

**Time of Meeting**

1.00pm (AEDT)

In accordance with the Corporations Act 2001 (Cth) which provides for permanent relief for companies to use electronic communications to send materials, no hard copy of the Notice of Meeting and Explanatory Statement (AGM Materials) will be circulated, unless Shareholders have elected to receive the AGM Materials in paper form. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://paragoncare.com.au/>.

**Paragon Care Limited**  
ABN 76 064 551 426

Head Office  
77-97 Ricketts Road  
Mount Waverley VIC 3149

T \_ 1300 369 559  
F \_ +61 3 8833 7890  
[info@paragoncare.com.au](mailto:info@paragoncare.com.au)

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# PARAGON CARE LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Shareholders of Paragon Care Limited (the **Company**) will be held at **1.00pm (AEDT) on Wednesday, 19 November 2025** at the Company's Office at 77-97 Ricketts Road, Mount Waverley VIC 3149.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to [info@paragoncare.com.au](mailto:info@paragoncare.com.au). The Company will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any Shareholders who wish to attend the AGM should monitor the Company's website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: PGC) and on its website at <https://www.paragoncare.com.au/>.

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## PARAGON CARE LIMITED

## AGENDA

## Items of Ordinary Business

## Receipt and Consideration of Financial Statements and Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the financial year ended 30 June 2025.

*Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.*

## Resolution 1 – Adoption of Remuneration Report

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

*“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2025 be adopted.”*

## Resolution 2 – Election of Mr Peter Egglestone as a Director

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

*“That Mr Peter Egglestone, having been appointed as a Director during the year, and vacating office in accordance with the Company's Constitution, being eligible, and offering himself for election as a Director of the Company, be elected as a Director of the Company”.*

## Resolution 3 – Re-election of Mr Peter Lacaze as a Director

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

*“That Mr Peter Lacaze, being a Director who retires by rotation pursuant to the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company”.*

## Resolution 4 – Adoption of Paragon Care Limited Omnibus Equity Plan

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

*“That, under and for the purposes of Listing Rule 7.2 Exception 13(b), and for all other purposes, Shareholders approve the adoption of the Company's Omnibus Equity Plan (**Plan** or **EIP**) and issue of securities under the Plan in accordance with the terms set out in the Explanatory Statement.”*

## Resolution 5 – Issue of Performance Rights to Ms Carmen Riley

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

*“That, for the purposes of the purpose of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 3,018,108 Performance Rights to Ms Carmen Riley, a Director of the Company (or her nominee) under the Company's Omnibus Equity Plan in accordance with the terms set out in the Explanatory Statement.”*

BY ORDER OF THE BOARD



**Michael Sapountzis**  
Company Secretary  
17 October 2025

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## VOTING EXCLUSION STATEMENT

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 1	<p>In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this Resolution 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 (<b>KMP Voter</b>), unless the KMP voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:</p> <ol style="list-style-type: none"> <li>the KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or</li> <li>the KMP Voter is the Chair of the Meeting and the appointment of the Chair as proxy; <ol style="list-style-type: none"> <li>does not specify the way the proxy is to vote on the Resolution; and</li> <li>expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or the consolidated entity.</li> </ol> </li> </ol> <p>If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.</p> <p>If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.</p> <p>If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act. A further restriction also applies to Key Management Personnel and their closely related parties voting undirected proxies on this Resolution.</p>
Resolution 2	There are no voting exclusions on this Resolution.
Resolution 3	There are no voting exclusions on this Resolution.
Resolution 4	<p>The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is eligible to participate in the Plan, or any associates of such persons.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ol style="list-style-type: none"> <li>a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</li> <li>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</li> <li>a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>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</li> <li>the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ol>
Resolution 5	<p>The Company will disregard any votes cast on this Resolution:</p> <ol style="list-style-type: none"> <li>by or on behalf of Carmen Riley or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the EIP or any associates of such persons, regardless of the capacity in which the vote is cast; or</li> <li>as a proxy by a person who is a member of the Company's key management personnel at the date of Meeting or their closely related parties.</li> </ol> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ol style="list-style-type: none"> <li>a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in</li> </ol>

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	<p>accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>d) 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</p> <p>e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> <li>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</li> <li>the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul>
<p><b>Restrictions on Key Management Personnel Voting Undirected Proxies</b></p> <p>A vote must not be cast as proxy on any of Resolution 1, 4 and 5 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.</p> <p>However, a person described above (a “Restricted Voter”) may cast a vote on any of Resolution 1, 4 and 5 as a proxy if:</p> <p>a) The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); and</p> <p>b) The Chair is the Restricted Voter and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution(s) or expressly authorises the Chair to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.</p> <p>If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.</p> <p>If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, 4 and 5, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1, 4 and 5. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.</p> <p>If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.</p>	

## Notes

### 1. Voting by Proxy

If you are a Shareholder entitled to attend and vote you may, subject to the Corporations Act, including sections 250R and 250BD, appoint an individual or a body corporate as a proxy.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a Shareholder of the Company.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

If you wish to appoint a proxy and are entitled to do so, then complete and return the attached Proxy Form.

To be effective, the Proxy Form must be received at the Share Registry of the Company no later than 1.00pm (AEDT) on 17 November 2025 (48 hours before the commencement of the Meeting). Proxies must be received before that time by one of the following methods:

- Online:** Shareholders may lodge their proxy votes online at: <https://au.investorcentre.mpms.mufg.com>
- To lodge your proxy vote online, you will need your Security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the proxy form.
- By post:** Paragon Care Limited  
c/-MUFG Corporate Markets  
Locked Bag A14  
Sydney South NSW 1235  
Australia
- By facsimile:** +61 (02) 9287 0309
- By hand to:** MUFG Corporate Markets  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street  
Parramatta, NSW 2150

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

If you have any queries regarding casting of votes via a proxy, please call MUFG Corporate Markets on 1300 554 474 during business hours.

### 2. Voting by Attorney

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Share Registry no later than 1.00pm (AEDT) on 17 November 2025.

### 3. Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must, prior to or at the AGM, provide to the Company a properly executed letter or other document confirming its authority to act as the company's representative.

### 4. Record Date

The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of voting at the Meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (AEDT) on 17 November 2025.

### 5. Questions and Comments by Shareholders at the Annual General Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the AGM. Similarly, a reasonable opportunity will be given to Shareholders to ask the Company's external Auditor, Ernst & Young, questions relevant to:

- The conduct of the audit;
- The preparation and content of the Auditors' Report;
- The accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- The independence of the Auditor in relation to the conduct of the audit.

Please submit any written questions addressed to the Company or its external Auditors to Paragon Care Limited, 77-97 Ricketts Road, Mount Waverley, VIC 3149, or on [info@paragoncare.com.au](mailto:info@paragoncare.com.au) no later than 5.00pm (AEDT) on 12 November 2025. The Company or its external Auditor will either answer the questions at the AGM or table written answers to them at the AGM.

# EXPLANATORY STATEMENT

## 1. Introduction

### General

This Explanatory Statement has been prepared for the information of members of the Company in connection with the business to be conducted at the Annual General Meeting and provide a detailed explanation about each resolution set out in the Notice of Meeting. This Explanatory Statement forms part of the Notice of Meeting and must be read together with that notice.

### Purpose

The purpose of the Annual General Meeting is to consider and vote on the Resolutions.

### Entire Document

Members are encouraged to read this document in its entirety before deciding on how to vote on the resolutions being considered at the Annual General Meeting. If you have any doubt about how to deal with this document, please consult your legal, financial or another professional advisor.

### Glossary

Certain terms and abbreviations used in this Explanatory Statement have defined meanings, which are set out in the Glossary.

## 2. Business of the Annual General Meeting

### Receipt and Consideration of Financial Statements and Reports

A copy of the Annual Report for the financial year ended 30 June 2025 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is available on the Company's website <https://paragoncare.com.au/> or via the Company's announcement platform on ASX. Alternatively, you may obtain a copy free of charge in hard copy form by contacting the Company by phone at 1300 369 559, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report, and the Auditor's Report. Questions for the Company's auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office or by email to [info@paragoncare.com.au](mailto:info@paragoncare.com.au).

Except as set out in Resolution 1, no Resolution is required on these reports.

### Resolution 1 – Adoption of Remuneration Report

Section 205R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report is set out Directors' Report in the Company's 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a **Spill Resolution**) that another meeting to be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

At the Company's last Annual General Meeting, the votes cast against the Remuneration Report were less than twenty-five (25%) per cent of the total votes cast on that resolution and, accordingly, a Spill Resolution will not, under any circumstances, be required for this Meeting.

### Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Board encourage all eligible Shareholders to cast their votes in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.



## Voting Exclusions

Refer to Voting Exclusion Number 1.

## Resolution 2 – Election of Mr Peter Egglestone as a Director

Mr Peter Egglestone was appointed as an independent Non-Executive Director on 20 March 2025.

In accordance with clause 3.3 of the Company's Constitution, Mr Peter Egglestone, having been appointed to the Board and, being eligible, offers himself for election. Prior to submitting himself for election, Peter has confirmed that he will have sufficient time to fulfil his duties as a Director of the Company.

Peter is a senior executive and has more than 25 years' leadership, financial and commercial experience.

Peter's most recent role was CEO of one of Australia's leading payment facilitators. In addition, Peter has held a number of C-Suite positions including for private equity business Journey Beyond, where he successfully led all revenue functions, including sales, marketing, revenue management and customer relations.

Peter has a finance and economics background having spent many of his formative years in Corporate and Statutory Accounting.

## Board Recommendation

The Board (with Mr Peter Egglestone abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

## Voting Exclusions

There are no voting exclusions on this Resolution.

## Resolution 3 – Re-election of Mr Peter Lacaze as a Director

Clause 3.6 of the Constitution requires that at every Annual General Meeting, one third of the Directors must retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years.

A Director who retires by rotation under clause 3.6 of the Constitution is eligible for re-election. Mr Peter Lacaze is retiring at this Meeting under that clause.

Peter is the Chairman and 28.5% owner of Paragon Care Limited. Peter was a 50% shareholder of CH2 Holdings prior to the completion of the reverse acquisition.

Peter has been involved in CH2 Holdings since 2006 as a minority shareholder and was the Chief Executive Officer between 2006 to 2008. Peter became the Chairman of CH2 Holdings in December 2015 when David Collins and Peter acquired 100% of CH2 Holdings Pty Ltd.

As an experienced Australian business leader, Peter has worked in a number of industries with particular emphasis on healthcare and travel. Peter brings a dynamic and practical approach with a long-term lens on driving business performance.

## Board Recommendation

The Board (with Mr Peter Lacaze abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

## Voting Exclusions

There are no voting exclusions on this Resolution.

## Resolution 4 – Adoption of Paragon Care Limited Omnibus Equity Plan

### Background

The Board is committed to incentivising and retaining the Company's directors, employees and consultants in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements. The Board completed a thorough review of the current Omnibus Equity Plan and engaged John Egan & Associates to help with bringing the current plan up to date based on current listed business practises.

The Company's Omnibus Equity Plan (**Plan** or **EIP**) enables employees, directors or such other persons as the Board should deem fit, to receive shares, options to acquire shares in the Company, other securities, or rights or interests such as performance rights.

The objectives of the Plan are to:

- provide eligible employees with an additional incentive to work to improve the performance of the Company;
- attract and retain eligible employees essential for the continued growth and development of the Company;
- promote and foster loyalty and support amongst eligible employees for the benefit of the Company;
- enhance the relationship between the Company and eligible employees for the long-term mutual benefit of all parties; and
- provide eligible employees with the opportunity to acquire shares, options or right in the Company, in accordance with the Plan.

## Listing Rules

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.

Listing Rule 7.2 exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1. The Company therefore seeks approval of the Plan under Listing Rule 7.2 exception 13(b) so that issues of securities under the Plan do not impede the capacity of the Company to issue up to a further 15% of its capital without Shareholder approval.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (**Exception 13(b)**). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If this Resolution 4 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution 4 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of those securities.

In the Board's opinion, this Resolution will assist the Company in managing its capital requirements efficiently by ensuring that the Company's annual issue limit is not diminished by issues of shares under the Plan and capacity is available for capital management initiatives and acquisitions if necessary and appropriate.

## Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 4:

- a summary of the key terms and conditions of the Plan is set out in Appendix 1. A copy of the Plan Rules is available upon request from the Company;
- this is the first time the Plan has been put to Shareholders for approval and therefore no Equity Securities have been issued under the Plan. For completeness, the Company has issued securities under its previous plan titled the ParagonCare Limited Employee Incentive Plan which was first approved by the Company on 18 November 2021, and renewed on 21 November 2024;
- the maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 82,765,269 securities, which constitutes no more than 5% of the total Shares on issue as at the date of this Notice of Meeting.

## Board Recommendation

As the Directors of the Company have an interest in the outcome of Resolution 4, they make no recommendation to the Shareholders in respect of the Plan.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

## Voting Exclusions

Refer to Voting Exclusion Number 4.

## Resolution 5 – Issue of Performance Rights to Ms Carmen Riley

### Background

This Resolution seeks approval for 3,018,108 Performance Rights to be issued to Ms Carmen Riley (or her nominee) as part of her overall remuneration package as the Chief Executive Officer and Executive Director in the financial years ending 30 June 2028 (FY28), 30 June 2029 (FY29) and 30 June 2030 (FY30) (each, an **Award Year**) on the terms below.

The grant of Performance Rights is part of the remuneration strategy for executive Directors and employees. It aims to encourage employees to share in the ownership of the Company and to promote the long term success of the Company as a shared goal. Employees are motivated to achieve service and performance milestones, assisting in retention and aligning their reward with the successful growth of the Company and the interests of Shareholders.

If this Resolution 5 is approved, the Performance Rights will be issued to Ms Riley.

If this Resolution 5 is not approved, the Performance Rights will not be issued to Ms Riley. If this occurs, the Board will consider alternative arrangements to appropriately remunerate and incentivise Ms Riley.

### Terms of the Performance Rights

The Performance Rights are to be granted as the long term incentive (LTI) component of Ms Riley's remuneration under the Company's EIP. The key terms of the Performance Rights are as set out below:

- a) The issue of the Performance Rights to Ms Riley is subject to the terms of the Plan, the material terms of which are summarised in Appendix 1.
- b) No cash consideration is payable for the issue, or on vesting or exercise of the Performance Rights.
- c) The number of Performance Rights to be issued will be determined by dividing the LTI Vesting Value by the Grant Price (both defined below). The **LTI Vesting Value** is \$1,050,000 for Ms. Riley (equivalent to 150% of her FY26 total fixed remuneration of \$700,000). The **Grant Price** will be the volume-weighted average price (VWAP) of the Company's shares traded on the ASX, calculated over a 60-trading-day period spanning from 30 trading days before to 30 trading days after the announcement date of the Company's FY25 annual results.
- d) The Performance Rights will vest subject to prescribed service and performance conditions being met. The number of Performance Rights that vest will be subject to satisfaction of the following service and performance conditions. The Performance Rights will vest in three equal tranches over the three Award Years (1/3 in FY28, 1/3 in FY29, and 1/3 in FY30), subject to the following service condition and the performance condition being met:
  - The service condition requires continuous employment for a three-year period commencing on 1 July 2027. The service condition may be waived by the Board or treated as satisfied at the end of the three-year period, if employment ends in "special circumstances", including because of death, permanent disablement, redundancy or retirement with prior Board consent or other Company initiated termination for other than cause. The Board may also reduce the number of Performance Rights proportionately in such circumstances.
  - The performance condition is a condition based on the Company achieving compound 5% annual growth in Statutory NPBT from the FY25 baseline, calculated as:
    - FY28 (Year 3 from FY25): NPBT must be  $\geq 15.8\%$  higher than FY25 (105%<sup>3</sup>)
    - FY29 (Year 4 from FY25): NPBT must be  $\geq 21.6\%$  higher than FY25 (105%<sup>4</sup>)
    - FY30 (Year 5 from FY25): NPBT must be  $\geq 27.6\%$  higher than FY25 (105%<sup>5</sup>)All calculations will be based on the relevant audited financial statements of the Company.
- e) Ms Riley will receive one Share (subject to adjustment under the EIP for bonus issues and capital re-organisations) for each Performance Right that vests. Any Performance Rights which do not vest will lapse.
- f) The Performance Rights will not be listed on the ASX and will not be transferable, except as permitted under the EIP.
- g) On the occurrence of a Change of Control (as defined in the rules of the EIP), the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested Performance Rights issued under the EIP shall be dealt with.
- h) The Performance Rights will lapse or be forfeited if the Board determines that a participant has committed an act of fraud, is ineligible to hold the office for the purposes of Part 2D.6 of the Corporations Act or is found to have acted in a manner that the Board considers to constitute gross misconduct.

For further details of the Company's remuneration arrangements and equity incentive arrangements, including the Plan, refer to Appendix 1 and the Company's Annual Report for the year ended 30 June 2025 which can be obtained from the ASX website ([www.asx.com.au](http://www.asx.com.au)).

## Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that a listed company must not permit:

- a director;
- an associate of the director; or
- a person whose relationship with the company or the preceding persons is such that the acquisition should be approved by shareholders (in ASX's opinion),

to acquire equity securities under an employee incentive scheme without the approval of ordinary shareholders.

The issue of the Performance Rights to Ms Riley is captured by Listing Rule 10.14 as Ms Riley is a Director. The Performance Rights are also 'Equity Securities' for the purposes of the Listing Rules. The issue therefore requires the approval of Shareholders under Listing Rule 10.14.

## Information required by Listing Rule 10.15

Listing Rule 10.15 requires that the following information is provided to Shareholders for the purpose of obtaining approval under Listing Rule 10.14:

- the relevant party is Ms Riley;
- Ms Riley is a director of the Company and falls under Listing Rule 10.14.1;
- the total value of the proposed grant to Ms Riley is 150% of Ms Riley's total fixed remuneration for FY26 (**LTI Grant Value**). The actual number of Performance Rights proposed to be granted will be calculated by dividing the LTI Grant Value by the Grant Price.

Based on Ms Riley's total fixed remuneration for FY26, the total face value of the Performance Rights to be granted to Ms Riley over the 3-year period is A\$1,050,000. Based on a Grant Price of A\$0.3479, Ms Riley will be granted 3,018,108 Performance Rights over the 3-year period (calculated by dividing the grant value of A\$1,050,000 by A\$0.3479).

- details of Ms Riley's current total remuneration package are as follows:

<b>Fixed remuneration</b>	Fixed remuneration package of A\$700,000 composed of base salary, car allowance with super and superannuation contributions (A\$645,000 base salary, \$25,000 car allowance with super and maximum base employer superannuation contributions as prescribed by law).
<b>Short term incentive</b>	Potential short term cash incentive of a maximum of 50% of the fixed remuneration package. Key performance indicators and incentives determined by the Board.
<b>Long term incentive</b>	150% if the fixed remuneration package in the form of the Performance Right (subject to Shareholders' approval).

- Ms Riley currently holds 438,888 Shares;
- Ms Riley has previously been issued 4,462,144 Performance Rights;
- the material terms of the Company's EIP and Performance Rights are summarised in this Explanatory Statement and Appendix 1;
- the Performance Rights are offered as an incentive and reward, and so that a significant proportion of total remuneration is 'at risk' remuneration. This aims to motivate executives and senior employees to achieve service and performance milestones, assisting in retention and aligning their reward with the successful growth of the Company and the interests of Shareholders;
- if Shareholder approval is obtained, the Performance Rights will be issued to Ms Riley as soon as practicable after the date of the Meeting.

For completeness, the Performance Rights will be issued no later than 3 years after the date of the Meeting;

- no cash consideration is payable for the issue, or on vesting or exercise of the Performance Rights;
- no loan will be made by the Company to Ms Riley in relation to the issue of the Performance Rights;
- details of any Performance Rights or securities issued under the Plan will be published in each annual report of the Company relating to a period in which the Performance Rights have been issued in addition to a statement that approval for the issue was obtained under Listing Rule 10.14;
- any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the EIP after this Resolution 5 is approved and who were not named in the Notice of Meeting and Explanatory Memorandum will not participate until

approval is obtained under Listing Rule 10.14; and

- n) a voting exclusion statement is included in the Notice of Meeting.

#### **Related party benefits**

Chapter 2E of the Corporations Act requires that, for a public company to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's shareholders in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to Ms Riley constitutes giving a financial benefit as Ms Riley is a related party of the Company for the purposes of the Corporations Act due to being a Director.

The Directors, other than Ms Riley in respect of Resolution 5, have determined that the proposed issue of the Performance Rights to Ms Riley would be reasonable remuneration having regard to the circumstances of the Company and Mr Riley's position, duties and responsibilities. The reasonable remuneration exception in section 211 of the Corporations Act is therefore applicable. As such, the issue of the Performance Rights to Ms Riley does not require the approval of Shareholders for the purposes of Chapter 2E of the Corporations Act.

#### **Board Recommendation**

The Board (with Ms Carmen Riley abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

#### **Voting Exclusions**

Refer to Voting Exclusion Number 5.

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# GLOSSARY

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2025.

**AEDT** means Australian Eastern Daylight Time.

**AGM** or **Annual General Meeting** means the Annual General Meeting of the Company which is the subject of this Notice of Meeting.

**ASX** means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange as the context requires.

**Award Year** has the meaning given in the Explanatory Statement in respect of Resolution 5.

**Board** means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors.

**Chair** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** means:

- a) a spouse or child of the member; or
- b) has the meaning given in section 9 of the Corporations Act.

**Company** or **PGC** means Paragon Care Limited ABN 76 064 551 426.

**Constitution** means the constitution of the Company as amended from time to time.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director 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 Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement which forms part of this Notice.

**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** means persons 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.

**Listing Rules** means the Listing Rules of ASX, as amended from time to time.

**LTI Grant Value** has the meaning given in the Explanatory Statement in respect of Resolution 5.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Member** has the same meaning as a Shareholder.

**Notice** or **Notice of Meeting** means the Notice of Annual General Meeting of the Company.

**NPBT** means net profit before tax of the Company.

**Performance Right** or **Right** means a right issued under an employee incentive plan which confers on the holder a right to acquire a Share.

**Plan** or **EIP** means the Company's Omnibus Equity Plan.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2025 and which is set out in the 2025 Annual Report.

**Resolution** means a resolution to be put to Paragon Care Limited Shareholders at the AGM, as set out in the Notice of Meeting.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means shareholder of the Company.

**Share Registry** means MUFG Corporate Markets (AU) Limited (ACN 083 214 537) or any other person appointed as registrar of the register of members of the Company from time to time.

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## APPENDIX 1 – SUMMARY OF PLAN KEY TERMS

Term	Description
<b>Purpose</b>	The purpose of the Plan is to provide competitive, performance-based remuneration supporting the retention, incentive and reward functions of that remuneration.
<b>Eligibility</b>	The Board has the discretion to determine which employees will be invited to participate in the Plan. Under the Plan, an 'Eligible Employee' means an employee who is a permanent, full time or part time employee, consultant or contractor who works a pro-rata equivalent of 50% or more of a comparable full-time position, Executive Director, or a Non-Executive Director.
<b>Offers under the Plan</b>	<p>Subject to the Plan rules, the Board may issue an invitation for an 'Eligible Employee' to participate in the Plan. Awards may be offered as Options, Rights, Performance Share Awards or Share Awards.</p> <p>The Board has absolute discretion to determine the contents of any invitation, and the terms and conditions of any vesting of Awards under the Plan (including performance hurdles and service conditions) and/or any exercise conditions.</p>
<b>Change of Control</b>	<p>Where:</p> <ul style="list-style-type: none"> <li>(a) a takeover bid is made for the Company and the Board recommends acceptance of that bid by the Company's shareholders;</li> <li>(b) a Court orders that a meeting of shareholders of the Company be held to consider a scheme of arrangement between the Company and its shareholders; or</li> <li>(c) the Board determines that some other transaction has occurred, or is likely to occur, which involves a change of control of the Company,</li> </ul> <p>the Board may, in its absolute discretion, determine that:</p> <ul style="list-style-type: none"> <li>(d) any Right or Option that has not vested will vest on, and may be exercised on and from, the date determined by the Board subject to lapsing; and/or</li> <li>(e) any Performance Share Award that has not vested will vest on the date determined by the Board (subject to the forfeiture events under Plan rules).</li> </ul>
<b>Vesting</b>	<p>Awards will vest and become exercisable (where applicable) upon any applicable vesting conditions (including performance hurdles and/or service conditions) being satisfied. The participant may exercise the Award following the vesting date on the terms of the offer.</p> <p>In circumstances where the Board considers it to be in the best interests of the Company and the Group, the Board may exercise its absolute discretion to (a) vary or waive the relevant performance hurdles, service conditions and/or exercise conditions (where applicable), (b) bring forward the date upon which Rights and/or Options may be exercised or the Performance Share Awards may vest, or (c) extend the period over which Rights and/or Options may be exercised.</p>
<b>Transfer Restrictions</b>	<p>Rights, Options and Performance Share Awards granted under the Plan are non-transferable. Except in respect of the transmission of Awards to a Participant's legal representative upon death, no Rights, Options or Performance Share Awards or any right in respect of any Rights, Options or Performance Share Awards may be transferred or assigned to another person, encumbered with a security interest in or over them, or sold or otherwise disposed of by the Participant.</p> <p>Share Awards granted under the Plan are transferrable unless such Share Awards are subject to any agreed holding lock or salary sacrifice commitments that have not been met.</p>
<b>Holding Lock</b>	Any participant's Share may be subject to a holding lock up to a maximum of fifteen years from the grant date at the Board's absolute discretion. The Board may remove the holding lock applying to a participant's Shares at their discretion.

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Term	Description
<b>Shares</b>	<p>The Company may, in its discretion, either issue new Shares or cause existing Shares to be acquired on market for transfer to the participant, or a combination of both alternatives, to satisfy the Company's obligations under the Plan.</p> <p>Each participant's Share issued will rank equally in all respects with all existing Shares from the date of issue. The Company will apply to the ASX for the quotation of any participant's Shares granted or issued under the Plan.</p>
<b>Administration</b>	The Board will administer the Plan and will have power to determine appropriate procedures for administration, resolve absolutely questions of fact or interpretation, delegate powers or discretions, exercise discretions conferred on it by the Plan rules, determine matters falling for determination under the Plan rules in its absolute discretion and engage specialist service providers for the administration of the Plan.
<b>Forfeiture</b>	Awards under the Plan are subject to forfeiture if the Board determines that a participant has, among other things, acted fraudulently or dishonestly or in a manner that adversely affects the Company's reputation or which is characterised as gross misconduct, or breached their material obligations to the Company through error, omission or negligence.
<b>SUMMARY OF PERFORMANCE RIGHT TERMS</b>	
<b>Issue and expiry</b>	The issue and expiry date are subject to the terms of the specific offer.
<b>Exercise price</b>	<p>Performance Rights have a nil exercise price.</p> <p>Upon vesting, Performance Rights automatically exercise into Paragon Care Limited Shares within a period specified by the Board.</p>
<b>Vesting conditions</b>	<p>Performance Rights are typically subject to a service condition and a performance hurdle. The details of the vesting conditions are subject to the terms of the specific offer.</p> <p>In addition, the Board has an absolute discretion under the Plan rules to waive the applicable vesting conditions.</p>
<b>No assignment</b>	An offer of Performance Rights is personal and cannot be assigned with the Board's approval.
<b>Change of control</b>	The Plan rules govern the treatment of the Performance Rights in the event of a change of control.
<b>Restriction on disposal</b>	Performance Rights cannot be transferred, disposed of or have a security interest imposed upon them.
<b>Rights to dividends and voting</b>	Performance Rights do not confer an entitlement to dividends or voting rights at general meetings until the Performance Rights vest, are exercised and Shares are issued or transferred.
<b>Forfeiture</b>	Rights are subject to forfeiture in accordance with the Plan rules.

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LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Paragon Care Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Paragon Care Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chair of the  
Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held in person at **1:00pm (AEDT) on Wednesday, 19 November 2025 at the Company's Office at 77-97 Ricketts Road, Mount Waverley VIC 3149 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 4 & 5:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

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

Resolutions

1 Adoption of Remuneration Report

For Against Abstain\*

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

5 Issue of Performance Rights to  
Ms Carmen Riley

For Against Abstain\*

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

2 Election of Mr Peter Egglestone as  
a Director

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

3 Re-election of Mr Peter Lacaze as  
a Director

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

4 Adoption of Paragon Care Limited  
Omnibus Equity Plan

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



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

**Joint Holding:** where the holding is in more than one name, both shareholders have to sign.

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEDT) on Monday, 17 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://au.investorcentre.mpms.mufig.com>

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

Paragon Care Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

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17 October 2025

Dear Shareholder

**Notice and Access Letter**

**Paragon Care Limited – Notice of 2025 Annual General Meeting**

The Notice of Meeting and Explanatory Statement (**Notice of Meeting**), and other documents including details as to how to participate and vote at Paragon Care Limited's (**Company**) 2025 Annual General Meeting (**Meeting**), can be viewed or downloaded on the Company's website at <https://paragoncare.com.au/asx-announcements>.

You can request a hard copy of the Notice of Meeting by contacting the Company on 1300 369 559.

**Meeting**

Notice is hereby given that the Meeting will be held on Wednesday, 19 November 2025 at 1.00pm (AEDT). All Shareholders registered as at 7.00pm (AEDT) on Monday, 17 November 2025 will be eligible to vote at the Meeting.

All proposed resolutions, and information material to a Shareholder's decision on how to vote on the resolutions, are explained in more detail in the Notice of Meeting.

**How to Participate**

You are invited to attend the Meeting in person at the Company's Office at 77-97 Ricketts Road, Mount Waverley VIC 3149. Shareholders will be able to vote, ask questions and participate in person.

Even if you plan to participate in person, we encourage all Shareholders to cast proxy votes beforehand at <https://au.investorcentre.mpms.mufg.com> or as otherwise directed on the Proxy Form accompanying the Notice of Meeting. Shareholders may also lodge questions in respect of the proposed resolutions ahead of the Meeting at [info@paragoncare.com.au](mailto:info@paragoncare.com.au). All questions must be received by 5.00pm (AEDT) on Wednesday, 12 November 2025. Individual responses will not be sent to Shareholders. Lodging questions and casting your proxy vote ahead of the Meeting will not prevent you from attending.

Proxy Forms must be received by no later than 1.00pm (AEDT) on Monday, 17 November 2025.

**Further Information**

You should carefully read the Notice of Meeting in its entirety before making any decision in relation to the proposed resolutions.

You should also monitor the Company's website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX: PGC) and on its website at <https://paragoncare.com.au>.

On behalf of the Board, I look forward to your participation at the Meeting and thank you for your continued support of the Company.

Yours sincerely



**Michael Sapountzis**  
Company Secretary