

ASX RELEASE (ASX: AHE)

Notice of General Meeting

Melbourne, Australia 10 February 2026 - Adheris Health Limited (“Adheris Health” or the “Company”) advises that a General Meeting (EGM) of the shareholders of the Company will be held on Thursday, 12 March 2026 commencing at 10:00am (Sydney time). The EGM will be conducted as a virtual meeting.

The Notice of Meeting setting out the business of the EGM follows this announcement as well as samples of the Notice and Access letter and Voting Form which will be despatched to shareholders today.

Shareholders will be able to:

- attend and watch the EGM using the following link:

<https://us05web.zoom.us/j/84279959696?pwd=I0EsIvjtYlBsOIZmelahxjgmb0iqHS.1>

- vote online during the EGM using the following link:

<https://meetnow.global/M6Y7KYG>

- ENDS -

This document has been authorised for release by the Board of Adheris Health Limited.

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About Adheris Health

Adheris Health (ASX: AHE) is a leader of pharmacy-driven patient engagement solutions that provide personalised patient experiences to help simplify the patient medication journey. Leveraging THRIV, a cloud-based, AI enabled platform, Adheris Health empowers the pharmacy of the future through improved pharmacy workflow and patient engagement solutions. Adheris Health works with over 25,000 pharmacies across the US with reach to over half of the population. For more information, please visit: investors.adherishealth.com.

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ADHERIS HEALTH LIMITED

ACN 145 327 617

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10:00am (AEDT)
DATE: Thursday, 12 March 2026
PLACE: Virtual only meeting

Attend and watch the meeting using the following link:

<https://us05web.zoom.us/j/84279959696?pwd=I0Es1vjtYlBsOlZmelahxjgmb0iqHS.1>

Vote at the meeting using the following link:

<https://meetnow.global/M6Y7KYG>

This Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

IMPORTANT NOTICE: This Extraordinary General Meeting will be held as a virtual meeting.

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting please do not hesitate to contact the Company Secretary at corporate@medadvisorsolutions.com.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that an extraordinary general meeting of shareholders of Adheris Health Limited ("**Company**" or "**Adheris Health**") will be held as a virtual meeting at 10:00am (AEDT) on Thursday, 12 March 2026 by logging in to the following URL - <https://us05web.zoom.us/j/84279959696?pwd=I0Es1vjtYLbsOIZmelahxjgmb0iqHS.1> - on a computer, tablet or smartphone ("**Meeting**"). Shareholders can vote online at: <https://meetnow.global/M6Y7KYG>

A virtual general meeting is permitted under section 249R of the *Corporations Act 2001* (Cth). Members will be given a reasonable opportunity to participate in the Meeting as required under section 249S(7) of the Corporations Act and rule 12.3 of the Constitution.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Tuesday, 10 March 2026.

How to vote

To vote online, Shareholders should attend the Meeting online or appoint a proxy (or attorney or corporate representative) to vote online on their behalf at the Meeting.

How to participate in the meeting online

To attend and watch the meeting, use the following link on your computer, tablet or smartphone:

<https://us05web.zoom.us/j/84279959696?pwd=I0Es1vjtYLbsOIZmelahxjgmb0iqHS.1>

To vote at the meeting use the following link: <https://meetnow.global/M6Y7KYG>

Online registration for the voting platform will open 30 minutes before the meeting.

Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their unique email invitation link.

Each vote on the business to be conducted at the Meeting will be conducted by way of a poll. As such, each Shareholder is entitled to one vote on each resolution for each fully paid ordinary share in the Company held by such Shareholder.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their unique email invitation link.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

- send the Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or
- send the Proxy Form by facsimile to Computershare on facsimile number outside Australia +61 (3) 9473 2555 or within Australia 1800 783 447,

OR

- visit **www.investorvote.com.au** and enter the 6 digit control number, your Adheris Health Limited holder ID and registered postcode (or country if outside Australia); or
- for Intermediary Online subscribers only (custodians), visit **www.intermediaryonline.com**,

so that it is received not later than 10:00am (AEDT) on Tuesday, 10 March 2026.

Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or

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- the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Shareholders entitled to attend the Meeting and vote on the resolutions who return their proxy forms but do not nominate a proxy will be taken to have nominated the Chair as their proxy to vote on their behalf. If the proxy form is returned, but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in the place of the nominated proxy and vote (or abstain from voting) in accordance with the instructions on the proxy form.

Chair's Voting Intention in relation to undirected proxies

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

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BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL OF AMENDED LONG TERM INCENTIVE PLAN AND GRANTS UNDER LONG TERM 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 Listing Rule 7.2, exception 13 and for all other purposes, the Company approves the Company's amended Long Term Incentive Plan (LTIP) and for the issue of up to 31,848,905 securities under the LTIP, the terms and conditions of which are summarised 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) any person who is eligible to participate in the LTIP; or
- (b) an associate of that person (or those persons).

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

- (c) a person as 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
- (d) 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
- (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:
 - (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. RESOLUTION 2 – ISSUE OF FY26 EMPLOYEE INCENTIVE OPTIONS TO MR JOHN CICCIO, CEO & MANAGING DIRECTOR

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of 30,000,000 options under the LTIP to Mr John Ciccio on the terms 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) Mr John Ciccio; or
- (b) an associate of Mr John Ciccio.

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

- (c) a person as 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

- (d) 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
- (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:
 - (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.

Dated: 10 February 2026

By order of the Board

**Gillian Nairn
Company Secretary**

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

2. RESOLUTION 1 - APPROVAL OF AMENDED LONG TERM INCENTIVE PLAN AND GRANTS UNDER LONG TERM INCENTIVE PLAN

2.1 General

This Resolution seeks Shareholder approval to:

- (a) renew the employee incentive scheme titled Adheris Health Long Term Incentive Plan (**LTIP**) which was first adopted by Shareholders at the 2015 Annual General Meeting and last approved by Shareholders at the 2023 Annual General Meeting and the Board adopted various amendments to the LTIP on 27 January 2026, to provide ongoing incentives to key employees and officers of the Company; and
- (b) issue additional equity securities under the LTIP.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 13) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme.

At the 2023 Annual General Meeting, the Company obtained shareholder approval to issue up to 27,330,646 securities under the LTIP.

Since the 2023 Annual General Meeting (the date on which the LTIP was last approved by Shareholders), the Company has issued 25,716,957 Options in reliance on Listing Rule 7.2 Exception 13.

As at the date of this Notice:

- (a) 7,301,872 of those Options have vested and either continue to be held or have been exercised by participants.
- (b) 11,170,640 Options have lapsed and the Company may re-issue these securities in accordance with the LTIP for the period up to 28 November 2026 irrespective of whether this Resolution is approved by Shareholders or not.

If this Resolution is approved by Shareholders, the Company may issue up to a maximum of 31,848,905 securities (which represents approximately 5% of the current issued share capital at the time of this Notice) under the LTIP during the three-year period following approval (for the purposes of Listing Rule 7.2, Exception 13).

The maximum is not intended to be a prediction of the actual number of securities to be issued under the LTIP but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of securities under the LTIP would not have the benefit of Exception 13 without fresh Shareholder approval. For the avoidance of doubt, this excludes issues under the LTIP that are subject to specific shareholder approval.

A summary of the key terms and conditions of the LTIP is set out in Schedule 1. Separate to the limit of securities sort for approval under this Resolution, the LTIP Rules also impose a separate cap on the total amount of securities to be issued under the LTIP to ensure compliance with s 1100V of the Corporations Act (refer to paragraph (r) in Schedule 1 for further details).

For completeness, in addition to the LTIP pool, since the 2023 Annual General Meeting, the Company has issued the following convertible securities to directors, former directors and third parties:

- Director (Kate Hill): 1,000,000 (Approved by shareholders at 2023 AGM)

- Former Director (Richard Ratliff):
 - 760,059 options (Approved at 2024 AGM)
 - 2,182,540 options (Approved at 21 August 2025 EGM)
- Third parties: 5,000,000 options issued to Joint Lead Managers (Approved at 21 August 2025 EGM)

2.2 Summary of changes to previously approved Long Term Incentive Plan

Set out below is a summary of the changes to the Long Term Incentive Plan since it was last approved by Shareholders at the 2023 Annual General Meeting:

- (a) the Plan no longer includes the definition or concept of a "Good Leaver Event" when considering the cessation of employment of a Participant and instead the Board will now have complete discretion over the treatment of a Participant's Unvested Rights or Unvested Options;
- (b) except to the extent determined otherwise by the Board, a Participant's Unvested Rights and Unvested Options will automatically lapse on the day after the Participant's final day of employment instead of the previous period of one month after that date;
- (c) a Participant's Vested Rights or Vested Options must be exercised by the Participant within 45 days after the date the Participant ceases to be an employee otherwise the Vested Rights or Vested Options will automatically lapse on the next day, unless determined otherwise by the Board, instead of the previous rule that abridgment of the exercise period was at the sole discretion of the Board;
- (d) in order to align with changes in the Corporations Act, the 5% cap on the number of Plan Shares that can be issued by the Company on exercise of Options or Rights will not include a Share issued by way or as a result of an offer to a person with no consideration payable by that person on the issue (or exercise of Options Or Rights);
- (e) the UK Appendix that set out the additional terms of the Plan that applied to Participants who are or become UK resident has been removed as it is no longer relevant; and
- (f) minor grammatical amendments have been made to the US Appendix of the Plan that applies to Participants who are or become US taxpayers.

2.3 Voting Exclusion

A voting exclusion statement is included in this Notice.

2.4 Technical information required by Listing Rule 14.1A

If this Resolution 1 is passed, the Company will be able to issue Equity Securities under the LTIP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

If this Resolution 1 is not passed, the Company may still issue Equity Securities under the LTIP, but any issue will reduce, to that extent, the Company's 15% placement capacity under Listing Rule 7.1 for 12 months following the issue.

2.5 Board Recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 - ISSUE OF FY26 EMPLOYEE INCENTIVE OPTIONS TO MR JOHN CICCIO, CEO & MANAGING DIRECTOR

3.1 General

The Company has agreed, subject to obtaining Shareholders' approval, to issue a total of 30,000,000 Options to Mr John Ciccio, Chief Executive Officer and Managing Director of the Company, on the terms and conditions set out below (**CEO Options**). The CEO Options are exercisable as follows:

- (a) 6,000,000 Options vesting if the Company's 30-day VWAP is at or above \$0.07 (**Tranche 1**);
- (b) 6,000,000 Options vesting if the Company's 30-day VWAP is at or above \$0.12 (**Tranche 2**);
- (c) 6,000,000 Options vesting if the Company's 30-day VWAP is at or above \$0.17 (**Tranche 3**);
- (d) 6,000,000 Options vesting if the Company's 30-day VWAP is at or above \$0.22 (**Tranche 4**); and
- (e) 6,000,000 Options vesting if the Company's 30-day VWAP is at or above \$0.30 (**Tranche 5**).

Each CEO Option has an exercise price of \$0.03 and is also subject to a condition of on-going employment. Furthermore, the Shares issued upon conversion of any vested Options will be subject to a holding lock whereby the Shares may not be sold within a period of 3 years from the date of the Options vesting.

The purpose of the issue of the CEO Options to Mr Ciccio is to provide a component of his remuneration package as Chief Executive Officer and Managing Director. The Board believes that it is in Shareholders' best interests to provide Mr Ciccio with an equity-based long-term incentive such as the CEO Options to ensure there is significant alignment between satisfactory returns for Shareholders and the rewards for Mr Ciccio by linking an appropriate part of his remuneration to the generation of long term returns for Shareholders. This issue forms a part of Mr Ciccio's remuneration for FY26 and FY27.

The Board considers the CEO Options to be appropriate to achieve these outcomes.

The CEO Options will have a deemed fair value of \$377,440 on date of grant.

The value of the CEO Options is measured using the Black-Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the CEO Option, the impact of dilution, the expected volatility of the underlying Shares (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the CEO Option.

The CEO Options will be issued under and subject to the rules of the Company's Long Term Incentive Plan (**LTIP**). A summary of the LTIP rules is set out in Schedule 1.t

3.2 Approval of acquisition of CEO Options under ASX Listing Rule 10.14

As Mr Ciccio is a Director, the approval of Shareholders is required for him to participate in the LTIP. In particular, ASX Listing Rule 10.14 requires Shareholder approval for Mr Ciccio to participate in an employee share option plan under which he acquires, or may acquire, equity securities in the Company.

Accordingly, Resolution 2 seeks the approval of Shareholders in respect of the proposed issue of the CEO Options (and the issue of new Shares or acquisition of Shares on market on vesting or exercise of the CEO Options) to Mr Ciccio on the terms and conditions set out below.

Vesting Conditions for CEO Options

Each of the CEO Options offers to be made to Mr Ciccio will be subject to the vesting conditions specified in section 3.1 above.

The Board is of the view that the CEO Option vesting criteria has been structured in a challenging manner to incentivise Mr Ciccio to deliver performance of the Company for the benefit of all Shareholders and, in particular, serves to align Mr Ciccio's interests directly with those of the Shareholders.

The CEO Options all have an expiry date of 30 June 2035 at which point all unvested, or vested and unexercised, options will lapse.

The Company also notes the following:

- (a) it will not apply to the ASX for official quotation of the CEO Options granted under the LTIP;
- (b) Shares issued pursuant to the exercise of CEO Options will rank equally with Shares then on issue;
- (c) the Company has the flexibility to issue new Shares or to purchase Shares on-market for allocation to Mr Ciccio on vesting and exercise of CEO Options;
- (d) any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Securities Trading Policy. Mr Ciccio is specifically prohibited from hedging the Company share price exposure in respect of the CEO Options during the vesting period; and
- (e) details of the CEO Options granted to Mr Ciccio will be provided in the Remuneration Report for FY26.

Mr Ciccio's current total remuneration package

Under his contract for services with the Company, Mr Ciccio currently receives a salary of USD\$325,000 gross per annum (subject to applicable taxes and any other permitted deductions) (**Base Salary**).

For the period of Mr Ciccio's employment to 30 June 2026, Mr Ciccio will not be paid a Target Bonus.

Securities previously issued to Mr Ciccio under LTIP

Mr Ciccio has not previously been issued securities under the LTIP.

Other Information required under Listing Rule 10.15

- (a) Mr Ciccio is a Director of the Company and therefore falls within Listing Rule 10.14.1.
- (b) The maximum number of securities that may be acquired by Mr Ciccio is 30,000,000 CEO Options that may be exercised into a maximum of 30,000,000 Shares.
- (c) The issue price of each CEO Option is nil.
- (d) The exercise price to exercise a CEO Option is \$0.03.
- (e) There is no proposed loan scheme in relation to the CEO Options.
- (f) The balance of the terms of the CEO Options, being the rules of the LTIP, are set out in Schedule 1.
- (g) The value of the CEO Options being provided to Mr Ciccio under the LTIP as at the date of this Notice is approximately \$377,440 using the Black Scholes pricing model and the following assumptions:
 - (i) the risk free rate of 3.96%;

- (ii) the underlying Share price of \$0.018;
 - (iii) the estimated volatility used in the valuation is 70.0%; and
 - (iv) for the purposes of valuation, no future dividend payments have been forecast.
- (h) The CEO Options will be issued within 12 months after the Meeting.
- (i) Details of any securities issued under the LTIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (j) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issued of securities under the LTIP after the resolution approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule.
- (k) A voting exclusion statement is included in this Notice.

3.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of the CEO Options constitutes giving a financial benefit and Mr Ciccio is (or will be) a related party of the Company by virtue of being the Chief Executive Officer and Managing Director of the Company.

The Directors (other than Mr Ciccio, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the CEO Options because the agreement to issue the CEO Options, reached as part of the remuneration package for Mr Ciccio, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is approved by Shareholders, the Board intends to issue the CEO Options to Mr Ciccio as soon as reasonably practicable following the Extraordinary General Meeting and in any event, not later than 12 months from the date of the Meeting.

If Resolution 2 is not approved by Shareholders, the Company will not be able to proceed with the issue of the CEO Options to Mr Ciccio and will need to consider alternative forms of remuneration with Mr Ciccio.

3.5 Board Recommendation

The Board (excluding Mr Ciccio who has an interest in the matter) unanimously recommend that Shareholders vote in favour of Resolution 2.

4. GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight-Saving Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

AUD means Australian dollar.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CEO Options has the meaning given to that term in section 3.1.

Chair means the chair of the Meeting.

Company means Adheris Health Limited ACN 145 327 617.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Extraordinary General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

SCHEDULE 1 – SUMMARY OF ADHERIS HEALTH LONG TERM INCENTIVE PLAN

The key terms of the Adheris Health Long Term Incentive Plan are as follows:

- (a) **Eligibility:** The Board may grant Plan Options to Directors, full-time, part-time and casual employees of the Company or any of its subsidiaries, individuals engaged as contractors of a Group Company and prospective participants (**Participants**).
- (b) **Consideration:** Each Plan Option issued under the Plan will be issued for nil cash consideration (unless otherwise determined by the Board in its discretion at the time of grant).
- (c) **Conversion:** Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company (**Plan Share**).
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for Plan Options granted under the Plan will be determined by the Board prior to the grant of the Plan Options.
- (e) **Exercise Restrictions:** The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (f) **Renounceability:** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each **Participants**).
- (g) **Lapsing of Plan Options:** Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse and cease to exist upon the Board deciding that the Plan Options are to be forfeited and otherwise will expire in accordance with the terms and conditions specified at the time of grant and the terms of the Adheris Long Term Incentive Plan.
- (h) **Cessation of Employment:** Upon cessation of employment, any unvested Plan Options will immediately lapse and any vested Plan Options must be exercised within 45 days after cessation of employment otherwise the vested Plan Options will lapse. The Board may determine that, where a Participant ceases to be an employee, any one or more of the following apply to any unvested Plan Options that at the time are held by the Participant:
- (i) some or all of those unvested Plan Options continue to be subject to the vesting conditions applicable to those unvested Plan Options;
 - (ii) the vesting condition applicable to some or all of those unvested Plan Options will be assessed as at a date determined by the Board or are waived; and
 - (iii) some or all of those unvested Plan Options will lapse.
- (i) **Share Restriction Period:** Plan Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.
- (j) **Disposal of Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (k) **Trigger Events:** The Company may permit Plan Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover or entry into a scheme of arrangement).
- (l) **Participation:** There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (m) **Change in exercise price:** A Plan Option will not confer a right to a change in exercise price or a change in the number of underlying Plan Shares over which the Plan Option can be exercised.
- (n) **Cashless exercise:** at the time of exercise of Plan Options, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Plan Options specified in a notice of exercise but that on exercise of those Plan Options the Company will transfer or allot to the Participant that number of Plan Shares equal in value to the positive difference between the

then market value of the Plan Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Plan Options.

- (o) **Cash settlement:** the Board may determine that, instead of allocating Plan Shares to a Participant in respect of a vest Plan Option, the Company will pay a cash amount to the Participant equivalent to the market value of each of the Plan Shares that would otherwise be allocated to the Participant (subject to adjustment).
- (p) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (q) **Trust:** The Plan may be administered in conjunction with an employee incentive plan trust, the trustee of which may acquire Plan Shares for the purposes of allocation to Participants.
- (r) **Limitations on Offers** Unless the Board determines otherwise, the Company will not issue Plan Shares on exercise of Options or Rights if the total number of Plan Shares that would be issued under the exercise, when aggregated with:

- (i) the number of shares which could be issued with each outstanding grant with respect to Shares, units of Shares and Options or Rights to acquire unissued Shares, under the Plan or any other employee or non-executive Director share scheme of the Company to be accepted or exercised; and
- (ii) the number of Shares issued, during the previous three years pursuant to the Plan or any other employee or non-executive Director share scheme of the Company,

but disregarding any offer made, or Option or Right acquired or Share issued by way of or as a result of:

- (iii) an offer to a person with no consideration payable by that person on the issue (or exercise of Options or Rights);
- (iv) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (v) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
- (vi) an offer made under a disclosure document,

would exceed 5% of the total number of issued Shares at that time.

Note: this is a separate threshold to that in respect of the total number of equity securities that may be issued over and above the Company's placement capacity under Listing Rule 7.1 (which does not exclude offers made under sub-clauses (iii) to (v), other than offers made subject to separate and specific shareholder approval, such as issues to directors). The above threshold is to ensure compliance with s 1100V, which the Plan seeks to rely on.

AHE
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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Adheris Health Limited Extraordinary General Meeting

The Adheris Health Limited Extraordinary General Meeting will be held on Thursday, 12 March 2026 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: 999999

SRN/HIN: I9999999999

PIN: 99999

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, 10 March 2026.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit <https://us05web.zoom.us/j/84279959696?pwd=I0Es1vjtYLbsOlZmelahxjgmb0iqHS.1>

To vote online during the meeting you will need to visit <https://meetnow.global/M6Y7KYG>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide

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.

Adheris Health™

Adheris Health Limited

ABN 17 145 327 617

AHE

MR SAM SAMPLE
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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, 10 March 2026.**

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:

XX

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: 999999

SRN/HIN: I9999999999

PIN: 99999

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.

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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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Adheris Health 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 Extraordinary General Meeting of Adheris Health Limited to be held as a virtual meeting on Thursday, 12 March 2026 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 Resolutions 1 and 2 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 2 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 Resolutions 1 and 2 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	Approval of amended Long Term Incentive Plan and grant under Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of FY26 Employee Incentive Options to Mr John Ciccio, CEO & Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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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

