

## Notice of Annual General Meeting and Related Documents

HeraMED Limited (ASX:HMD) ('HeraMED' or the 'Company'), a digital health company transforming maternity care through its remote pregnancy monitoring and digital engagement platform, HeraCARE, advises that the Company's Annual General Meeting (AGM) will be held at 9.00am (AEST) on 21 May 2026 at Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123.

In accordance with Listing Rule 3.17, attached are the following documents:

- A Letter to Shareholders
- Notice of General Meeting; and
- Proxy Form

HeraMED Limited  
Managing Director & CEO  
Anoushka Gungadin  
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CFO & Company Secretary  
Cameron Jones  
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Chairman  
Tim Chapman  
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### About HeraMED Limited (ASX: HMD)

HeraMED is an innovative medical data and technology company leading the digital transformation of maternity care by revolutionising the prenatal and postpartum experience with its hybrid maternity care platform. HeraMED offers a proprietary platform that utilises hardware and software to reshape the Doctor/Patient relationship using its clinically validated in-home foetal and maternal heart rate monitor, HeraBEAT, cloud computing, artificial intelligence, and big data.

The Company's proprietary offering, HeraCARE, has been engineered to offer a fully integrated maternal health ecosystem designed to deliver better care at a lower cost, ensure expectant mothers are engaged, informed and well-supported, allow healthcare professionals to provide the highest quality care and enable early detection and prevention of potential risks.

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21 April 2026

## Annual General Meeting – Letter to Shareholders

HeraMED Limited (ASX:HMD) (“HeraMED” or the “Company”) advises that the Annual General Meeting (AGM) of the Company will be held at 9.00am (AEST) on 21 May 2026 at Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see Attachment A to this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.hera-med.com/>

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX:HMD).

Questions must be submitted in writing to the Company Secretary at [cameron.jones@bio101.com](mailto:cameron.jones@bio101.com) at least 48 hours before the AGM.

### **Your vote is important**

The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online: <a href="https://xcend-portal.7g.com.au/login/sha">https://xcend-portal.7g.com.au/login/sha</a>
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Xcend Pty Ltd PO Box R1905 Royal Exchange NSW 1225
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@xcend.com">meetings@xcend.com</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours faithfully



Cameron Jones

Company Secretary

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## Attachment A

### Your right to elect to receive documents electronically or physically.

Recent changes to the Corporations Act provide for shareholders electing and requesting to receive documents (including notices of meeting and the annual financial report) electronically or in hard copy. You can make a standing election and/or request to receive some or all of your communications from the Company in physical or electronic form.

Shareholders can also elect not to receive certain documents, including the annual financial report.

We encourage you to provide your email address so we can communicate with you electronically and you are provided with information regarding the Company more efficiently and sustainably.

If you have made a prior election or request to receive documents in a certain manner then that election will continue to apply until such time as you notify the Company that you change your election or request. Any shareholder who has not made a prior election and/or request to receive documents in a certain form will be treated by the Company as having elected to receive all documents in electronic form.

### How do I update my communications preferences?

If you wish to review or update your communication preferences, visit <https://investor.xcend.app>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.xcend.app> or contact our share registry:

Telephone: +61 (2) 8591-8509

Email: [support@xcend.co](mailto:support@xcend.co)

Website: <https://www.xcend.co>

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# HeraMED Limited



<https://www.hera-med.com>

Registered Address  
201/697 Burke Rd,  
Camberwell VIC 3124  
ACN 626 295 314

**(Company)**

## **NOTICE OF 2026 ANNUAL GENERAL MEETING**

Explanatory Statement | Proxy Form

21 May 2026

9.00am (Melbourne time)

**PLACE:** Offices of Bio101, Level 1, Suite 1, 117 Camberwell Road, Hawthorn East VIC 3123

This Notice 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 INFORMATION

### Time, date and place of meeting

Notice is given that the Meeting to which this Notice relates will be held on 21 May 2026 from 9.00am (AEST) at Level 1, Suite 1, 117 Camberwell Road, Hawthorn East, VIC 3123, Australia.

This Notice is given based on circumstances as at 21 April 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.hera-med.com/investors>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.hera-med.com/investors>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: HMD).

Instructions on how to attend the Meeting and vote are in the Explanatory Statement which forms part of this Notice.

### Your vote is important

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

### How to attend the meeting and vote

To vote in person, attend the Meeting at the time, date and place set out above.

Shareholders will be able to vote and ask questions at the Meeting.

Shareholders are also encouraged to submit any questions in advance of the Meeting to the Company. Questions must be submitted in writing by email to [cameron.jones@bio101.com](mailto:cameron.jones@bio101.com) at least 48 hours prior to the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect of the formal items of business.

### Asking questions

A discussion will be held on all items to be considered at the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including general questions about the business or management of the Company;
- if a Member has more than one question on an item, all questions should be asked at one time; and

- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

<b>Online</b>	Lodge the Proxy Form online. <a href="https://xcend-portal.7g.com.au/login/sha">https://xcend-portal.7g.com.au/login/sha</a>
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: XCEND Pty Ltd PO Box R1905 Royal Exchange NSW 1225
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@xcend.co">meetings@xcend.co</a>

### 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 two 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 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).

### **Power of Attorney**

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

### **Corporate Representatives**

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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# AGENDA

## 2025 Annual Financial Statements

To lay before the Meeting and consider the Annual Financial Statements of the Company in respect of the financial year ended 31 December 2025 comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

## Resolution 1 – Non-Binding Resolution To Adopt Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a **Non-Binding Ordinary Resolution**:

*“That the Company approve the adoption of the Remuneration Report, including the Directors' Report, for the year ended 31 December 2025.”*

**Voting Prohibition:** A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a Restricted Person.

However, a person (**voter**) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.

**Voting Note:**

Directors of the Company who are key management personnel whose remuneration details are included in the Remuneration Report, any other key management personnel whose remuneration details are included in the Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

## Resolution 2 – Election of Dr Sharon Richardson as a Director

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

*“That Dr Sharon Richardson, a Director appointed to fill a casual vacancy on 17 October 2025 who retires in accordance with the Constitution and, being eligible, offers herself for election, be elected as a Director.”*

## Resolution 3 – Re-Election of Timothy Chapman as a Director

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

*“That Timothy Chapman, a Director who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”*

## Resolution 4 – Appointment of Auditor

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

*“That, for the purposes of sections 327B(1) of the Corporations Act 2001 (Cth) and for all other purposes, William Buck Audit (Vic) Pty Ltd, having been nominated by a member (shareholder) and consented in writing to act as auditor of the Company, be appointed as auditor of the Company.”*

## Resolution 5 – Approval of 10% Placement Facility

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

*“That for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the capacity to issue equity securities in the capital of the Company up to the maximum number permitted under Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

### **Voting Note:**

If at the time of the Meeting the Company:

- Is included in the S&P ASX 300 Index; or
- Has a market capitalised of greater than AU\$300 million,

Then this Resolution 5 will be withdrawn.

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 6 – Approval to Issue Performance Rights to Related Party – Anoushka Gungadin

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

*“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of an aggregate of 9,500,000 performance rights to Anoushka Gungadin (and/or her nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

A voting exclusion statement and proxy voting prohibition of Resolution 6 is set out below.

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy voting Prohibition:** Other than as set out below, a vote on Resolution 6 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 6 as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way that the proxy is to vote on Resolution 6; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Resolution 6; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Resolution 7 – Approval to Issue Performance Rights to Related Party – Tim Chapman

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

*“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of an aggregate of 3,500,000 performance rights to Tim Chapman (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

A voting exclusion statement and proxy voting prohibition of Resolution 7 is set out below.

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy voting Prohibition:** Other than as set out below, a vote on Resolution 7 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 7 as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way that the proxy is to vote on Resolution 7; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Resolution 7; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Resolution 8 – Approval to Issue Performance Rights to Related Party – David Hinton

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

*“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of an aggregate of 2,000,000 performance rights to David Hinton (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy voting Prohibition:** Other than as set out below, a vote on Resolution 8 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 8 as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way that the proxy is to vote on Resolution 8; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Resolution 8; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Resolution 9 – Approval to Issue Options to Related Party – Dr Sharon Richardson

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

*“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of an aggregate of 4,000,000 unlisted options to Dr Sharon Richardson (and/or her nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy voting Prohibition:** Other than as set out below, a vote on Resolution 9 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 9 as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way that the proxy is to vote on Resolution 9; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Resolution 9; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**DATED:** 21 April 2026

**BY ORDER OF THE BOARD**

Cameron Jones

**Company Secretary**

# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at from 9.00am (Melbourne time) on 21 May 2026 at the offices of Bio101, Level 1, Suite 1, 117 Camberwell Road, Hawthorn East VIC 3123.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

Full details of the business to be considered at the Meeting are set out below.

## BUSINESS

### 2025 Annual Financial Statements

The Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2025 will be laid before the meeting. Shareholders will have the opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend and to answer questions about the audit of the Annual Financial Statements.

As permitted by the Corporations Act, a printed copy of the Annual Financial Statements has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Annual Financial Statements is available from the Company's website ([www.hera-med.com](http://www.hera-med.com)) and the ASX announcements page of the Company ([www.asx.com.au](http://www.asx.com.au), search code "HMD"). A copy of the Annual Financial Statements can also be obtained upon request to the Company by email to [cameron.jones@bio101.com](mailto:cameron.jones@bio101.com).

There is no requirement for the Annual Financial Statements to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

### Resolution 1 – Non-Binding Resolution – Remuneration Report

The Company is required pursuant to the Corporations Act, to propose a non-binding resolution regarding the Remuneration Report, which forms part of the Director's Report in the Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company. Shareholders attending the Meeting will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution ("**spill resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2024 Annual Financial Statements at the 2025 AGM was passed with the support of more than 75% of

votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2027 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

## **Resolution 2 – Election of Dr Sharon Richardson as a Director**

Resolution 2 is a resolution for the election of Dr Sharon Richardson as a Director.

Pursuant to Article 57 of the Constitution, a Director appointed to fill a casual vacancy or as an addition to the existing Directors will hold office until the next annual general meeting of the Company and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting. ASX Listing Rule 14.4 also provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity).

Accordingly Dr Sharon Richardson, a Director appointed on 17 October 2025 as an addition to the existing Directors, retires in accordance with the Constitution and, being eligible, offers herself for election.

A biography for Dr Sharon Richardson is set out below:

*Dr. Sharon Richardson is a healthcare performance and transformation executive with 20+ years of empowering people, processes, and technology across Fortune 25 health plans, start-ups, and multi-billion-dollar health systems. As Chief Performance Officer at Centene Corporation, she led enterprise-wide clinical solutions portfolios integrating care management, population health innovation, and strategic partnerships. She operates through Huntington Hill Ventures, and serves as Board Director and Chair of Advisory Board for HeraMED, bringing deep expertise in digital health, payer-provider partnerships, community health, and value-based care delivery.*

### **Directors Recommendation**

The Board (with Dr Sharon Richardson abstaining) unanimously support the election of Dr Sharon Richardson as a Director.

## **Resolution 3 – Re-Election of Timothy Chapman as a Director**

Resolution 3 is a resolution for the re-election of Timothy Chapman as a Director.

Pursuant to Article 59 of the Constitution, at each AGM one-third of Directors (excluding the Managing Director, if any) or, if their number is not a multiple of three (3), then the number nearest to but not more than one-third of Directors must retire from office. In addition, the

Constitution provides that a Director must not hold office past the third AGM following their appointment or election or three years, whichever is longer.

The Directors to retire by rotation at an AGM are those Directors who have been longest in office since their last election or appointment and excluding Directors appointed between AGMs. Directors elected or appointed on the same day may agree among themselves or determine by lot which of them must retire.

The election of Dr Sharon Richardson is the subject of Resolution 2. Anoushka Gungadin in the Managing Director and is accordingly not subject to retirement by rotation. Each of Timothy Chapman and David Hinton were last elected at the 2025 AGM and it has been determined that Timothy Chapman will return by rotation under the Constitution.

Timothy Chapman retires at the Meeting and, being eligible, seeks re-election.

A biography for Timothy Chapman is set out below:

*Mr Chapman has over 25 years' experience in financial services, having advised on a myriad of corporate transactions and capital raisings for public and private companies through IPOs, private placements, reverse takeovers as well as many mergers and acquisitions. More recently Mr Chapman has focused on advising and as a board member for a number on companies which have developed technologies enabling new care models through remote care across not only maternity but cardiac and diabetic management as well as aged care.*

#### **Directors Recommendation**

The Board (with Timothy Chapman abstaining) unanimously support the re-election of Timothy Chapman as a Director.

#### **Resolution 4 – Ratification of Appointment of Auditor**

Under Section 327B of the Corporations Act, the Company must appoint an auditor to fill any vacancy in the office of auditor at each subsequent annual general meeting of the Company.

As announced on 5 January 2026, the Company appointed William Buck Audit (VIC) Pty Ltd (**William Buck**) as auditor following the resignation of BDO Audit Pty Ltd (**BDO**) as auditor of the Company and ASIC's consent to the resignation, in accordance with section 329 of the Corporations Act. William Buck completed the audit for the Company's year ended 31 December 2025 financial statements.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, William Buck holds office of the Company until the Company's next Annual General Meeting, being the Meeting the subject of this Notice.

In accordance with section 327B(1)(b) of the Corporations Act, the Company seeks to have William Buck appointed by shareholders as the Company's auditor pursuant to Resolution 4.

In accordance with section 328B(1) of the Corporations Act, the Company has received a nomination from a member (shareholder) of the Company for William Buck to be appointed as the Company's auditor. A copy of this nomination is attached as Annexure A.

William Buck has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

If Resolution 4 is passed, the appointment of William Buck as the Company's auditor will take effect from close of the Meeting.

### **Directors Recommendation**

The Directors unanimously recommend shareholders vote in favour of Resolution 4.

### **Resolution 5 – Approval of 10% Placement Facility**

Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under Listing Rule 7.1A at its 2025 AGM. This Shareholder approval will lapse on the date of the Meeting. The Company seeks to refresh the Shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with Listing Rule 7.1A.

If Shareholders pass Resolution 5, the Company may be able to issue the number of equity securities under the 10% Placement Facility in accordance with the formula prescribed by Listing Rule 7.1A.2 (as set out below). If shareholders do not pass Resolution 5, the Company will not be able to issue any equity securities under the 10% Placement Facility.

### **DESCRIPTION OF LISTING RULE 7.1A**

#### Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

#### Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has one class of quoted equity securities, being ordinary shares (HMD).

## Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

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

**where:**

*A* is the number of shares on issue 12 months before the date of the issue or agreement to issue:

- (i)* plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
- (ii)* plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
  - a.* the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - b.* the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under Listing Rule 7.1 or 7.4;
- (iii)* plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
  - a.* the agreement was entered into before the commencement of the relevant period; or
  - b.* the agreement or issue was approved, or taken under those rules to have been approved, under Listing Rule 7.1 or 7.4;
- (iv)* plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4;
- (v)* plus the number of partly paid shares that became fully paid in the 12 months;
- (vi)* less the number of fully paid shares cancelled in the 12 months.

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

*D* is 10%

*E* is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement has not been subsequently approved by the holders of ordinary securities under Listing Rule 7.4.

## Listing Rule 7.1 and Listing Rule 7.1A

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

As at 16 March 2026, the Company has 1,154,986,602 ordinary shares on issue and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

- (i) 167,443,093 equity securities under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 3, 115,498,660 (provided such equity securities are in a class of quoted equity securities) under Listing Rule 7.1A.

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

### Minimum Issue Price

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

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

### 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the time and date of the next AGM of the Company; or
- (iii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Period).**

### Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors of the Company to issue the equity securities under Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under Listing Rule 7.1. Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present

and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

### **SPECIFIC INFORMATION REQUIRED BY LISTING RULE 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
  - (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
  - (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- If Resolution 5 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the table below. There is a risk that:
  - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
  - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the current market price (being \$0.049 (4.9 cents), the closing price of the Company's ordinary shares at close of trading on 8 April 2026).

Variable “A” in Listing Rule 7.1A.2		Dilution		
		\$0.0245 50% decrease in Deemed Price	\$0.049 Deemed Price	\$0.0735 50% Increase in Deemed Price
Current Variable A  1,154,986,602 Shares	10% Voting Dilution	115,498,660 shares	115,498,660 shares	115,498,660 shares
	Funds raised	\$2,829,717.17	\$5,659,434.34	\$8,489,151.51
50% increase in current Variable A  1,732,479,903 Shares	10% Voting Dilution	173,247,990 shares	173,247,990 shares	173,247,990 shares
	Funds raised	\$4,244,575.76	\$8,489,151.51	\$12,733,727.27
100% increase in current Variable A  2,309,973,204 Shares	10% Voting Dilution	230,997,320 shares	230,997,320 shares	230,997,320 shares
	Funds raised	\$5,659,434.34	\$11,318,838.68	\$16,978,303.02

**The table above has been prepared on the following assumptions:**

- The Company issues the maximum securities available under the Listing Rule 7.1A being 10% of the Company’s shares on issue at the date of the Meeting.
- No options are exercised or performance rights converted into fully paid ordinary securities before the date of the issue of securities under Listing Rule 7.1A.
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under Listing Rule 7.1A, based on that shareholder’s holding at the date of the Meeting.
- The table only demonstrates the effect of issues of securities under Listing Rule 7.1A. It does not consider placements made under Listing Rule 7.1.
- The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under Listing Rule 7.1A.

The Company may seek to issue the equity securities under the 10% Placement Facility for cash consideration only. In such circumstances, the Company intends to use the funds raised

(if any) towards developing its existing business and any acquired business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.

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

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained shareholder approval under Listing Rule 7.1A at its 2025 AGM. During the 12 month period preceding the date of the Meeting, the Company issued 90,520,274 Equity Securities under the 10% Placement Facility approved by Shareholders at the 2025 AGM, representing 8.37% of the total number of securities on issue at the date of the 2025 AGM.

Details as required under Listing Rule 7.3A.6 for the issue are set out in the table below:

<b>Date</b>	<b>Quantity</b>	<b>Class</b>	<b>Recipients</b>	<b>Issue price and discount</b>	<b>Cash</b>
13/08/2025	87,560,274	Ordinary shares	Institutional and sophisticated investors who were either identified by Westar Capital Limited or the Company.	Issue price is \$0.012.  No discount to the last traded price of \$0.012 (1.2 cents) on the date of agreement to issue.	\$1,050,723  Remaining: Nil  Spent: \$1,050,723  Funds raised have been, used to fund working capital to support commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and a number of platforms across Australia, US and Europe.

04/02/2026	2,960,000	Ordinary shares	Institutional and sophisticated investors who were either identified by Westar Capital Limited and Shares in Value Pty Ltd or the Company.	Proposed issue price is \$0.04. 11.11% discount to the last traded price of \$0.045 (4.5 cents) on the date of agreement to issue.	\$118,400 Remaining: Nil Spent: \$118,400 Funds raised have been, used to fund working capital to support and accelerate commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and several platforms in the US as well as Australia and Europe.
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As at the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no voting exclusion applies to this Resolution 5 and no existing shareholder's votes will therefore be excluded.

#### **Directors Recommendation**

The Directors unanimously recommend shareholders vote in favour of Resolution 5.

#### **Resolutions 6 to 8 – Approval to Issue Performance Rights to Related Parties**

Resolutions 6 to 8 seek shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue performance rights to Anoushka Gungadin, Tim Chapman and David Hinton (and/or their respective nominee(s)) as incentive securities pursuant to the terms and conditions of the Plan.

The performance rights are proposed to have the following commercial terms.

<b>Class</b>	<b>Vesting Condition</b>	<b>Exercise Date – Exercise no later than</b>
1	20 day VWAP of \$0.08 (8 cents) on or before the date that is 12 months from issue.	18 months from vesting
2	20 day VWAP of \$0.12 (12 cents) on or before the date that is 24 months from issue.	18 months from vesting
3	The Company announcing to ASX that HeraCARE has reached not less than 2,000 active paid users at any time on or before 31 December 2027.	18 months from vesting
4	The Company announcing to ASX that HeraCARE has reached not less than 8,000 active paid users at any time on or before 31 December 2028.	18 months from vesting

5	The Company announcing to ASX that HeraCARE has reached not less than 20,000 active paid users at any time on or before 31 December 2029.	18 months from vesting
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The full terms of the performance rights are set out in Annexure C.

No cash amount is payable for the issue of performance rights or the conversion of vested performance rights.

If the Vesting Condition applicable to a class is not achieved by the date specified, performance rights in that class automatically lapse (subject to the terms of performance rights and the Plan). Vested performance rights that are not exercised by the Exercise Date immediately lapse.

The number of performance rights to be issued pursuant to Resolutions 6 to 8 are set out in the table below:

#	Recipient *	Class 1	Class 2	Class 3	Class 4	Class 5	Total
6	Anoushka Gungadin	1,900,000	1,900,000	1,900,000	1,900,000	1,900,000	<b>9,500,000</b>
7	Tim Chapman	700,000	700,000	700,000	700,000	700,000	<b>3,500,000</b>
8	David Hinton	400,000	400,000	400,000	400,000	400,000	<b>2,000,000</b>
<b>Total</b>		<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>15,000,000</b>

\* Performance rights may be issued to nominee(s) as advised to the Company.

#### Listing Rules

The Company is proposing to issue the performance rights under the Plan (being an employee incentive scheme). Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the company (Listing Rule 10.14.1);
- An associate of a director of the company (Listing Rule 10.14.2); or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of performance rights under Resolutions 6 to 8 respectively are to Directors (and/or their nominee(s)) who fall within Listing Rule 10.14.1 and therefore requires approval of Shareholders under Listing Rule 10.14.

If Shareholders:

- Approve all of Resolutions 6 to 8, the Company will be able to issue the performance rights the subject of Resolutions 6 to 8.
- Approve some but not all of Resolutions 6 to 8, the Company will be able to issue the performance rights the subject of the Resolution(s) approved by Shareholders. The

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Company will not however issue the performance rights the subject of the Resolution(s) not approved by Shareholders. No alternate form of remuneration is proposed to be paid by the Company if Shareholders do not approve the issue of performance rights.

- Do not approve Resolutions 6 to 8, the Company will not be able to issue the performance rights the subject of Resolutions 6 to 8. No alternate form of remuneration is proposed to be paid by the Company if Shareholders do not approve the issue of performance rights.

The following information is provided in accordance with Listing Rule 10.15:

- The name of the proposed recipient and number of performance rights to be issued to them are set out in the table below:

#	Recipient *	Class 1	Class 2	Class 3	Class 4	Class 5	Total
6	Anoushka Gungadin	1,900,000	1,900,000	1,900,000	1,900,000	1,900,000	<b>9,500,000</b>
7	Tim Chapman	700,000	700,000	700,000	700,000	700,000	<b>3,500,000</b>
8	David Hinton	400,000	400,000	400,000	400,000	400,000	<b>2,000,000</b>
<b>Total</b>		<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>15,000,000</b>

\* Performance rights may be issued to nominee(s) as advised to the Company.

- Each of the proposed recipients is a Director and therefore falls within Listing Rule 10.14.1.
- The total remuneration package of each of the proposed recipients is set out below:
  - Resolution 6: Anoushka Gungadin - \$317,240.
  - Resolution 7: Tim Chapman - \$90,000 Chairman and Director fees and \$56,000 for additional investor relations and capital raising activities services.
  - Resolution 8: David Hinton - \$50,000.
- No securities have previously been issued under the Plan to the proposed recipients. Note that Shareholders approved the issue of Performance Rights to Tim Chapman and David Hinton at the Extraordinary General Meeting on 26 March 2026 pursuant to Resolutions 7 and 8.
- A summary of the key commercial terms of the performance rights the subject of Resolutions 6 to 8 are set out in the table below:

Class	Vesting Condition	Exercise Date – Exercise no later than
1	20 day VWAP of \$0.08 (8 cents) on or before the date that is 12 months from issue.	18 months from vesting
2	20 day VWAP of \$0.12 (12 cents) on or before the date that is 24 months from issue.	18 months from vesting

3	The Company announcing to ASX that HeraCARE has reached not less than 2,000 active paid users at any time on or before 31 December 2027.	18 months from vesting
4	The Company announcing to ASX that HeraCARE has reached not less than 8,000 active paid users at any time on or before 31 December 2028.	18 months from vesting
5	The Company announcing to ASX that HeraCARE has reached not less than 20,000 active paid users at any time on or before 31 December 2029.	18 months from vesting

The full terms of the performance rights are set out in Annexure C. The performance rights are proposed to be issued as incentive securities to remunerate each of the proposed recipients. Performance rights were chosen to appropriately incentivise the proposed recipients, align remuneration outcomes with the achievement of clearly defined performance hurdles linked to long-term shareholder value creation while preserving cash reserves of the Company.

- The Company has calculated an indicative fair value of each class of the Performance Rights using the Black-Scholes valuation method. The assumptions used in the model were as follows:

Assumption	
Valuation date	20 April 2026
Share price	\$0.049
Exercise price	Nil
Vesting hurdle	Market-based (VWAP target)
Expected life	Class 1: 1.5 years
	Class 2: 2.5 years
Risk-free rate	4.00%

- The valuation of the class 1 and class 2 performance rights is set out below:
  - \$0.021 per class 1 performance right.
  - \$0.014 per class 2 performance right.

As the proposed vesting conditions of the class 3 to class 5 performance rights relate to the achievement of non-market conditions, the performance rights are not able to be valued. Accordingly, the indicative value attributed to a class 3 to class 5 performance right for the purposes of the Notice is the value of a Share, noting that the indicative value attributed to a class 3 to class 5 performance right for the purposes of the Notice does not take into account the potential uncertainty that the vesting condition applicable to a class 3 to class 5 performance right may not be achieved.

- The performance rights the subject of Resolutions 6 to 8 are proposed to be issued shortly after the Meeting and in any event no later than 3 years after the Meeting.

- No funds are payable for the issue of the performance rights, which are being issued as incentive securities to remunerate the proposed recipients.
- A summary of the material terms of the Plan is set out in Annexure B.
- No loan will be made in relation to the issue of performance rights the subject of Resolutions 6 to 8.
- The Company confirms the following:
  - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
  - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 6 to 8 are approved and who are not named in the Notice will not participate until approval is obtained under that rule.
- Voting exclusion statements as set out in the Notice apply to Resolutions 6 to 8.

#### *Chapter 2E of the Corporations Act*

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients of performance rights is a Director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and
- The related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of performance rights the subject of Resolutions 6 to 8 respectively are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of each of the proposed recipients, the reliance by the Company on a limited number of personnel, the need for the Company to effectively incentivise its senior management whilst aligning that incentive with increasing shareholder value, the desirability of preserving cash resources within the Company and the terms of the performance rights (including the vesting conditions).

The Company considers issue of the performance rights is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration.

*Section 195(4) of the Corporations Act*

Notwithstanding the above, and although no Director participated in the decision making process in respect of securities proposed to be issued to them, the Directors acknowledge that Resolutions 6 to 8 relate to an issue of incentive securities to a majority of the Directors. Accordingly, the Directors propose Resolutions 6 to 8 each be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the named related parties will be issued the securities the subject of Resolutions 6 to 8.

**Resolution 9 – Approval to Issue Options to Related Party – Dr Sharon Richardson**

Resolution 9 seeks Shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue 4,000,000 unlisted options to Dr Sharon Richardson (and/or her nominee(s)) as incentive securities pursuant to the terms and conditions of the Plan.

Each option has an exercise price of the higher of:

- The 20-day VWAP of Shares up to and including the trading day immediately prior to the date of the Meeting; or
- The closing price of Shares on the date of the Meeting.

Details of the vesting conditions, expiry dates and number of each class of the unlisted option are set out in the table below:

<b>Class</b>	<b>Number</b>	<b>Vesting Condition</b>	<b>Exercise Date – Exercise no later than</b>
1	800,000	20 day VWAP of \$0.08 (8 cents) on or before the date that is 12 months from issue.	18 months from vesting
2	800,000	20 day VWAP of \$0.12 (12 cents) on or before the date that is 24 months from issue.	18 months from vesting
3	800,000	The Company announcing to ASX that HeraCARE has reached not less than 2,000 active paid users at any time on or before 31 December 2027.	18 months from vesting
4	800,000	The Company announcing to ASX that HeraCARE has reached not less than 8,000 active paid users at any time on or before 31 December 2028.	18 months from vesting
5	800,000	The Company announcing to ASX that HeraCARE has reached not less than 20,000 active paid users at any time on or before 31 December 2029.	18 months from vesting

If the Vesting Condition applicable to a class is not achieved by the date specified, options in that class automatically lapse (subject to the terms of options and the Plan). Vested options that are not exercised by the Exercise Date immediately lapse.

The full terms of the unlisted options are set out in Annexure D.

## Listing Rules

The Company is proposing to issue the options under the Plan (being an employee incentive scheme). Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the company (Listing Rule 10.14.1);
- An associate of a director of the company (Listing Rule 10.14.2); or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of options under Resolution 9 is to a Director (and/or their nominee(s)) who fall within Listing Rule 10.14.1 and therefore requires approval of Shareholders under Listing Rule 10.14.

If Shareholders approve Resolution 9, the Company will be able to issue the unlisted options the subject of Resolution 9. If Shareholders do not approve Resolution 9, the Company will not be able to issue the unlisted options the subject of Resolution 9. No alternative form of remuneration is proposed to be payable if Shareholders do not approve Resolution 9.

The following information is provided in accordance with Listing Rule 10.15:

- The proposed recipient is Dr Sharon Richardson (and/or her nominee(s)).
- Dr Sharon Richardson is a Director and accordingly falls within Listing Rule 10.14.1.
- The number of securities to be issued is 4,000,000 unlisted options.
- The total remuneration package of Dr Sharon Richardson is USD\$50,000.
- No securities have previously been issued under the Plan to Dr Sharon Richardson. Note that Shareholders approved the issue of Options to Dr Sharon Richardson at the Extraordinary General Meeting on 26 March 2026 pursuant to Resolution 9.
- Each option has an exercise price of the higher of:
  - The 20-day VWAP of Shares up to and including the trading day immediately prior to the date of the Meeting; or
  - The closing price of Shares on the date of the Meeting.

Details of the vesting conditions, expiry dates and number of each class of the unlisted option are set out in the table below:

Class	Number	Vesting Condition	Exercise Date – Exercise no later than
1	800,000	20 day VWAP of \$0.08 (8 cents) on or before the date that is 12 months from issue.	18 months from vesting

2	800,000	20 day VWAP of \$0.12 (12 cents) on or before the date that is 24 months from issue.	18 months from vesting
3	800,000	The Company announcing to ASX that HeraCARE has reached not less than 2,000 active paid users at any time on or before 31 December 2027.	18 months from vesting
4	800,000	The Company announcing to ASX that HeraCARE has reached not less than 8,000 active paid users at any time on or before 31 December 2028.	18 months from vesting
5	800,000	The Company announcing to ASX that HeraCARE has reached not less than 20,000 active paid users at any time on or before 31 December 2029.	18 months from vesting

The full terms of the unlisted options are set out in Annexure D. The unlisted options are proposed to be issued as incentive securities to remunerate Dr Sharon Richardson. Unlisted options were chosen to appropriately incentivise the proposed recipients, align remuneration outcomes with the achievement of clearly defined performance hurdles linked to long-term shareholder value creation while preserving cash reserves of the Company.

- The Company has calculated an indicative fair value of each class of the Options using the Black-Scholes valuation method. The assumptions used in the model were as follows:

Assumptions	
Valuation date	20 April 2026
Exercise price	\$0.049
Term	18 months
Volatility	118%
Risk-free rate	4.00%

- The Black-Scholes valuation of the unlisted options attributed the following value to each class:
  - Class 1: \$0.023 per class 1 unlisted option.
  - Class 2: \$0.018 per class 2 unlisted option.
  - Class 3: \$0.028 per class 3 unlisted option.
  - Class 4: \$0.028 per class 4 unlisted option.
  - Class 5: \$0.028 per class 5 unlisted option.

As the vesting conditions applicable to class 3 to class 5 options relate to non-market conditions, the valuation of the class 3 to class 5 options do not take into account the potential uncertainty that the vesting condition applicable to a class 3 to class 5 option may not be achieved.

- The unlisted options the subject of Resolution 9 are proposed to be issued shortly after the Meeting and in any event no later than 3 years after the Meeting.
- No funds are payable for the issue of the unlisted options, which are being issued as incentive securities to remunerate Dr Sharon Richardson.
- A summary of the material terms of the Plan is set out in Annexure B.
- No loan will be made in relation to the issue of unlisted options the subject of Resolution 9.
- The Company confirms the following:
  - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
  - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 9 is approved and who are not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion statement as set out in the Notice applies to Resolution 9.

#### *Chapter 2E of the Corporations Act*

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Dr Sharon Richardson is a Director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and
- The related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of unlisted options to Dr Sharon Richardson the subject of Resolution 9 is reasonable remuneration and, as such, falls within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of Dr Sharon Richardson, the reliance by the Company on a limited number of personnel, the need for the Company to effectively incentivise its senior management whilst aligning that incentive with increasing shareholder value, the desirability of preserving cash resources within the Company and the terms of the unlisted options.

The Company considers issue of the unlisted options is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration.

*Section 195(4) of the Corporations Act*

Notwithstanding the above, and although no Director participated in the decision making process in respect of securities proposed to be issued to them, the Directors acknowledge that Resolutions 6 to 9 relate to an issue of incentive securities to all of the Directors. Accordingly, the Directors propose Resolutions 6 to 9 each be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the named related parties will be issued the securities the subject of Resolutions 6 to 9.

For personal use only

# GLOSSARY

<b>\$</b>	means Australian dollars.
<b>10% Capacity Period</b>	has the meaning defined in Resolution 5 of the Explanatory Statement.
<b>10% Placement Facility</b>	has the meaning defined in Resolution 5 of the Explanatory Statement.
<b>AEST</b>	means Australian Eastern Standard Time as observed In Melbourne, Victoria.
<b>AGM</b>	means annual general meeting.
<b>Annual Financial Statements</b>	means the annual financial statements of the Company for the year ended 31 December 2025.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
<b>Auditor's Report</b>	means the auditor's report contained in the Annual Financial Statements.
<b>Board</b>	means the current board of directors of the Company.
<b>Chair</b>	means the chair of the Meeting.
<b>Company</b>	means HeraMED Limited (ACN 626 295 314).
<b>Constitution</b>	means the current constitution of the Company.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Directors</b>	means the current directors of the Company.
<b>Directors' Report</b>	means the directors' report contained in the Annual Financial Statements.
<b>Equity Securities</b>	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.
<b>Explanatory Statement</b>	means the explanatory statement accompanying the Notice.
<b>Financial Report</b>	means the financial report contained in the Annual Financial Statements.
<b>Key Management Personnel</b>	has the meaning given to that term in the Listing Rules.
<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>Meeting</b>	means the 2026 Annual General Meeting of Shareholders convened by the Notice.
<b>Notice</b>	means this notice of meeting including the Explanatory Statement and the Proxy Form.
<b>Proxy Form</b>	means the proxy form accompanying the Notice.

<b>Remuneration Report</b>	means the Remuneration Report contained in the Directors' Report.
<b>Resolutions</b>	means the resolutions set out in the Notice, or any one of them, as the context requires.
<b>Restricted Voter</b>	means a member of the Key Management Personnel, whose remuneration is included in the Remuneration Report, or a closely related party of such a member.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share.
<b>Share Registry</b>	means the Company's share registry, Xcend Pty Ltd.
<b>VWAP</b>	means volume weighted average price.

## **Annexure A – Auditor Nomination**

30 March 2026

The Board of Directors  
HeraMED Limited

Dear Directors,

RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE CORPORATIONS ACT 2001 (CTH)

CPJ One Pty Ltd atf CPJ One Trust, being a member (shareholder) of HeraMED Limited (**Company**), nominates William Buck Audit (VIC) Pty Ltd of Level 20, 181 William Street, Melbourne VIC 3000 for appointment to the position of auditor of the Company at the upcoming annual general meeting.

Yours faithfully,



Cameron Jones

Director – CPJ One Pty Ltd

## **Annexure B – Terms of Employee Incentive Plan**

The Shareholders approved the adoption of the Employee Incentive Plan (**Plan**) at the 2025 Annual General Meeting of the Company on 29 May 2025.

The maximum number of securities which may be issued under the Plan from time to time is 87,560,274.

Shares issued on exercise of an option or exercise or conversion of an interest issued under the Plan, and options or other interests which have been cancelled or which have lapsed are not counted in determining the number of securities issued under the Plan.

No securities have previously been issued under the Plan.

Any issues of securities under the Plan will be announced to ASX.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

- provide eligible persons with an additional incentive to work to improve the performance of the Company;
- attract and retain eligible persons essential for the continued growth and development of the Company;
- promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and
- enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate. Participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the Board with the advice of the remuneration committee, if any.

Directors and other related parties of the Company may only participate in the Plan if prior Shareholder approval is obtained in accordance with the Listing Rules.

The Directors may make loans to eligible persons to assist acquiring or for the purpose of acquiring securities under the Plan, subject to compliance with the Corporations Act and Listing Rules.

The Board is to administer the terms of the Plan, including but not limited to determining the terms of securities issued, adoption of rules subordinate to the Plan for the administration of the Plan and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the Listing Rules.

## **Annexure C – Terms of Performance Rights – Resolutions 6 to 8**

Terms and conditions of the Performance Rights the subject of Resolutions 6 to 8 are as follows:

1. **Right to acquire Share:** Each Performance Right will confer on the holder the right to convert, upon satisfaction of the Vesting Condition by the Exercise Date, one (1) ordinary share in the Company at no cost.
2. **Vesting Condition and Exercise Dates:** The applicable Vesting Conditions required to be satisfied for Performance Rights to be able to be exercised by the holder and the applicable Exercise Dates (being the last date for the satisfaction of Vesting Conditions and exercise of Performance Rights) for each respective class of Performance Rights are set out in the table in the Explanatory Statement relating to Resolutions 6 to 8 to which these terms of performance rights are annexed.
3. **Vesting:** The Performance Rights will vest and become capable of exercise immediately upon the applicable Vesting Condition being satisfied prior to the applicable Exercise Date. Vested Performance Rights can be exercised into Shares by the holder providing written notice of exercise of the vested Performance Rights they hold to the Company prior to the Exercise Date applicable to those vested Performance Rights.
4. **Expiry:** The Performance Rights will lapse and expire if:
  - a. the applicable Vesting Condition is not achieved by the applicable Exercise Date; or
  - b. the applicable Vesting Condition is achieved, but the vested Performance Rights are not exercised by the applicable Exercise Date, unless otherwise determined by the Board.
5. **Not transferable:** the Performance Rights are not transferable.
6. **Shares:** Shares issued upon the exercise of Performance Rights shall rank equally in all respects with all other Shares on issue.
7. **Change of Control:** If a Change of Control occurs, the Vesting Conditions in respect of 50% of any unvested Performance Rights shall be deemed to have been waived, and the Board will determine, in its absolute discretion, whether any additional Vesting Conditions will be waived, a Performance Right replaced, or a Performance Right will lapse.

A Change of Control Event means:

- a. a takeover bid (as defined under the Corporations Act): upon the occurrence of the offeror under a takeover offer in respect of all the Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Performance Rights); or
- b. a court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return of the issued capital of the Company)) provided such merger results in a change of control of more than 50% of the ordinary voting securities in the Company.

8. **Plan:** Subject to any inconsistency with the above, in which case the terms in this Annexure D will prevail, the Performance Rights will otherwise have the terms set out in the Plan.
9. **ASX:** Performance Rights will otherwise have terms required by ASX.

## **Annexure D – Terms of Options – Resolution 9**

Options have exercise prices, vesting dates and expiry dates as set out in the tables for Resolution 9 of the Explanatory Statement to which these terms are annexed and otherwise have terms set out below:

- Subject to vesting or as otherwise set out in these terms, each option (**Option**) entitles the holder to acquire one ordinary fully paid share (**Share**) in the capital of the Company.
- The exercise price is a price to exercise each Option as set out in the Explanatory Statement to which these terms are annexed.
- The vesting conditions applicable to the Options are set out in the Explanatory Statement to which these terms are annexed. Options for which the vesting condition has not been satisfied by the applicable date immediately lapse.
- The Options expire at 5pm (Melbourne time) on the date set out in the Explanatory Statement to which these terms are annexed.
- The Options, once vested, can be exercised by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the options are exercised to the Company's share registry.
- Any Option that has not been exercised prior to the expiry date automatically lapses.
- Holders shall not be entitled to exercise their Options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- Subject to any other provision in these terms, the exercise price is payable in full on exercise.
- Options are not transferable.
- In lieu of paying the cash exercise price and receiving the number of Shares underlying the Options which have been exercised, an Option holder may elect to receive, without payment of the cash exercise price, the number of Shares determined in accordance with the following formula:

$$A = \frac{B \times (C - D)}{C}$$

Where:

A = the number of Shares to be issued to the Option holder on cashless exercise;

B = the number of Shares otherwise issuable upon the Options being exercised;

C = the Market Value of one Share; and

D = the exercise price of the relevant Option.

Market Value = the closing price of the Shares on the ASX on the trading day prior to the date that the Option holder requests cashless exercise of Options.

The cashless exercise of Options is subject to and conditional upon compliance with all applicable laws.

- **Change of Control:** If a Change of Control occurs, the Vesting Conditions in respect of 50% of any unvested Options shall be deemed to have been waived, and the Board will determine, in its absolute discretion, whether any additional Vesting Conditions will be waived, an Option replaced, or an Option will lapse.

A Change of Control Event means:

- a takeover bid (as defined under the Corporations Act): upon the occurrence of the offeror under a takeover offer in respect of all the Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Performance Rights); or
  - a court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return of the issued capital of the Company)) provided such merger results in a change of control of more than 50% of the ordinary voting securities in the Company.
- Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
  - All Shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
  - There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the ASX Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the ASX Listing Rules in respect of offers of securities made to shareholders.
  - In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
  - Options will otherwise have the terms as required by ASX and the ASX Listing Rules.

## Your Annual General Meeting Proxy Form

### Proxy Voting Instructions

#### Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

#### Step 1: Decide Who Will Be Your Proxy

You have two options:

##### OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting intends to vote in FAVOUR of all resolutions

##### OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

**Important:** If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

#### Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

#### Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

#### Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

### Attending the Meeting

<b>Date and time</b>	Thursday 21 May 2026 at 9:00am (AEST)
<b>Location</b>	Suite 1.01, 117 Camberwell Road Hawthorn East VIC 3123
<b>Arriving at the Meeting &amp; What to Bring</b>	<ul style="list-style-type: none"> <li>Arrive early (15-30mins before the meeting time) to allow for registration</li> <li>Go to the registration desk</li> <li>Present your proxy form - helps with registration</li> <li>Photo ID - may be required</li> <li>Corporate Representative Form - if attending on behalf of a company</li> </ul>

### How to Lodge a Proxy

#### Online (Recommended Fastest)

##### Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



##### Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

**Select:** HeraMED Limited

**Enter HIN/SRN:** «AccountNumber»

**Enter Postcode:** if within Australia or

**Select Country:** if outside Australia

##### Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

#### @ Email

- Scan your completed and signed proxy form
- Email to: [meetings@xcend.co](mailto:meetings@xcend.co)

#### Post

Mail your completed and signed proxy form to:

**Xcend Pty Ltd**

PO Box R1905

Royal Exchange NSW 1225

*Allow extra time for postal delivery*

**DEADLINE: Tuesday 19 May 2026 at 9:00am (AEST)**

*(48 hours before the meeting)*

SRN/HIN:

Registered Name & Address

**If Your Address is Incorrect**

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

## Your Proxy Form - HeraMED Limited Annual General Meeting May 2026

**I/We, being member(s) of HeraMED Limited ("Company") and entitled to attend and vote, hereby appoint:**

<input type="checkbox"/> <b>The Chair of the Meeting</b> (Mark box with an X)	<b>OR</b>	<b>Name of Proxy</b> (If you are <b>NOT</b> appointing the Chair of the Meeting, write the name of the person or body corporate)
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or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Thursday 21 May 2026 at 9:00am (AEST) at Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

**The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions.** Please refer to the Notice of Meeting for voting exclusions. By appointing the Chair as proxy (or where the Chair becomes proxy by default), the relevant Shareholder expressly authorises the Chair to exercise the proxy of the relevant Shareholder on all Resolutions (except where the relevant Shareholder has indicated a different voting intention below), including on Resolution 1, even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel of the Company, which includes the Chair.

**For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.**

Resolutions	For	Against	Abstain
1 Non-Binding Resolution To Adopt Remuneration Report			
2 Election of Dr Sharon Richardson as a Director			
3 Re-Election of Timothy Chapman as a Director			
4 Appointment of Auditor			
5 Approval of 10% Placement Facility			
6 Approval to Issue Performance Rights to Related Party – Anoushka Gungadin			
7 Approval to Issue Performance Rights to Related Party – Tim Chapman			
8 Approval to Issue Performance Rights to Related Party – David Hinton			
9 Approval to Issue Options to Related Party – Dr Sharon Richardson			

**By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.**

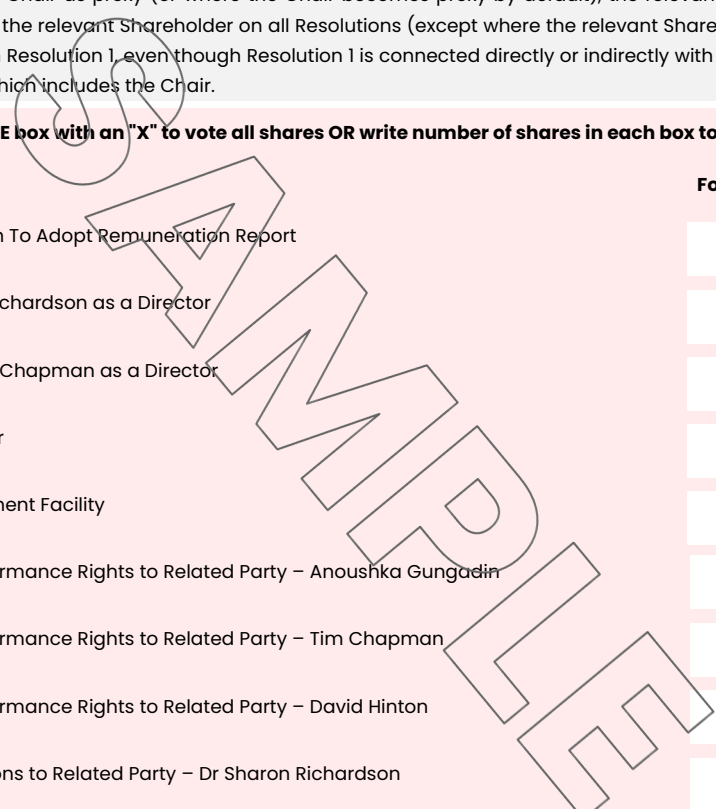
Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

**Update your communication details:**

Email Address	Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

For personal use only  
Appointment of Proxy  
Provide Your Proxy Voting Directions



**Please Sign and Return**  
\* This section must be completed.