Sigma Healthcare

Notice of Annual General Meeting 2026

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NOTICE OF ANNUAL GENERAL MEETING

Wednesday, 21 October 2026

NOTICE IS GIVEN that the Annual General Meeting (**AGM**) of Sigma Healthcare Limited (**Company** or **Sigma**) will be held as a hybrid meeting at 2.00pm (Melbourne time) on Wednesday, 21 October 2026 at the Auditorium, Centrepiece at Melbourne Park, Level 3, 100 Olympic Boulevard, Melbourne, Victoria 3004 and online at **https://meetings.openbriefing.com/SIG26** (**Meeting**).

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that its shareholders (**Shareholders**) are given adequate notice. Further information will be made available on the Company's website at **sigmahealthcare.com.au** or on the Australian Securities Exchange (**ASX**).

Shareholders will be able to participate in, and vote at, the Meeting online, by proxy or in person. More information about how to participate in the Meeting is set out in the Explanatory Notes under the heading "Participating in the Meeting".

To vote by proxy, you should use the enclosed proxy form to appoint your proxy. You can also lodge your proxy online at **https://au.investorcentre.mpms.mufg.com**. More information about voting by proxy is set out in the Explanatory Notes under the heading "Appointment of proxies".

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Items of Business

1 Chair's Address

2 Financial Statements and Reports

To receive and consider the Company's Financial Reports, Sustainability Report and the Directors' and Auditor's Reports for the financial year ending 30 June 2026.

3 Remuneration Report

3.1 Resolution 1 – Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2026 contained in the Company's Annual Report for the year ended 30 June 2026 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Notes for further details on the consequences of voting on this Resolution.

Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

3.2 Resolution 2 – Re-election of Mr Michael Sammells

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

"That, Mr Michael Sammells, who retires by rotation in accordance with Rule 3.6(b) of the Company's Constitution and Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3.3 Resolution 3 – Re-election of Mr Mario Verrocchi

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

"That, Mr Mario Verrocchi, who retires by rotation in accordance with Rule 3.6(b) of the Company's Constitution and Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3.4 Resolution 4 – Re-election of Mr Damien Gance

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

"That, Mr Damien Gance, who retires by rotation in accordance with Rule 3.6(b) of the Company's Constitution and Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4 Remuneration arrangements for the Managing Director and Chief Executive Officer of Sigma

4.1 Resolution 5 – Grant of rights to Managing Director and Chief Executive Officer of Sigma under the Company's 2026 Long Term Incentive Plan

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

"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including Listing Rule 10.14) and for all other purposes, the grant to the Managing Director and Chief Executive Officer of Sigma, Mr Vikesh Ramsunder, of 1,084,167 rights (incorporating the right to acquire shares in the Company) pursuant to the Company's 2026 Long Term Incentive Plan, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

4.2 Resolution 6 – Grant of performance shares to Managing Director and Chief Executive Officer of Sigma under the Company's Short Term Incentive Equity Deferral Plan

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

"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including Listing Rule 10.14) and for all other purposes, the grant to the Managing Director and Chief Executive Officer of Sigma, Mr Vikesh Ramsunder, of performance shares (incorporating the right to acquire shares in the Company) under the Company's Short Term Incentive Equity Deferral Plan, be approved on the terms set out in the Explanatory Notes accompanying the Notice of this Meeting."

Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

4.3 Resolution 7 – Potential retirement benefits to Managing Director and Chief Executive Officer of Sigma

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

"That, for the purposes of sections 200B, 200C and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the giving of benefits to the Managing Director and Chief Executive Officer of Sigma, Mr Vikesh Ramsunder, in connection with Mr Vikesh Ramsunder ceasing to hold a managerial or executive office in the Company or a related body corporate or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

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Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

5 Remuneration arrangements for the Chief Executive Officer – Retail

5.1 Resolution 8 – Grant of rights to the Chief Executive Officer – Retail under the Company's 2026 Long Term Incentive Plan

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

"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including Listing Rule 10.14) and for all other purposes, the grant to the Chief Executive Officer – Retail, Mr Mario Verrocchi, of 349,060 rights (incorporating the right to acquire shares in the Company) pursuant to the Company's 2026 Long Term Incentive Plan, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

5.2 Resolution 9 – Potential retirement benefits to the Chief Executive Officer – Retail

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

"That, for the purposes of sections 200B, 200C and 200E of the Corporations Act 2001 (Cth), and for all other purposes, the giving of benefits to the Chief Executive Officer – Retail, Mr Mario Verrocchi, in connection with Mr Mario Verrocchi ceasing to hold a managerial or executive office in the Company or a related body corporate or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

6 Remuneration arrangements for the Chief People Officer of Sigma

6.1 Resolution 10 – Grant of rights to the Chief People Officer of Sigma under the Company's 2026 Long Term Incentive Plan

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

"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including Listing Rule 10.14) and for all other purposes, the grant to the Chief People Officer of Sigma, Ms Danielle Di Pilla, of 157,572 rights (incorporating the right to acquire shares in the Company) pursuant to the Company's 2026 Long Term Incentive Plan, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

6.2 Resolution 11 – Potential retirement benefits to the Chief People Officer of Sigma

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

"That, for the purposes of sections 200B, 200C and 200E of the Corporations Act 2001 (Cth), and for all other purposes, the giving of benefits to the Chief People Officer of Sigma, Ms Danielle Di Pilla, in connection with Ms Danielle Di Pilla ceasing to hold a managerial or executive office in the Company or a related body corporate or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate, be approved on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

Refer to the Explanatory Notes for voting exclusions applying to this Resolution.

Explanatory Notes

The Explanatory Notes attached to this Notice are incorporated into and form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

Shareholders of the Company

For the purpose of voting at the Meeting, the Board has determined that persons holding Shares in the Company which are listed for quotation on the ASX at 7.00pm (Melbourne time) on Tuesday, 20 October 2026 will be treated as Shareholders of the Company.

Participating in the Meeting

The Meeting will be conducted as a hybrid event. You can participate by:

(a) attending in person at the Auditorium, Centrepiece at Melbourne Park, Level 3, 100 Olympic Boulevard, Melbourne Victoria 3004; or

(b) attending online: the online platform may be accessed at https://meetings.openbriefing.com/SIG26 and will allow Shareholders (or their proxies, attorneys or authorised corporate representatives) to vote and ask questions in real time during the Meeting. For detailed steps on how to participate in the AGM virtually please refer to the 'Virtual Annual General Meeting Online Guide' available at **https://investorcentre.sigmahealthcare.com.au/events-and-presentations/annual-meeting**.

Appointment of proxies

Proxies may be appointed for the Meeting. Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint no more than two proxies to attend and vote on behalf of the Shareholder. Where two proxies are appointed, each proxy may be appointed to represent a specified number of votes or proportion of the Shareholder's voting rights. If no number or proportion is specified, each proxy may exercise half of the votes;
- a proxy need not be a Shareholder of the Company and may be an individual or a body corporate;
- a Shareholder that is a body corporate or a body corporate appointed as a Shareholder's proxy may appoint a representative under section 250D of the Corporations Act to exercise any of the powers the body corporate may exercise as a proxy at the Meeting.

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The representative must provide evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company;

- where a proxy and the Shareholder both attend the Meeting in person or online, the proxy's authority to speak and vote at the Meeting is suspended while the Shareholder is present at the Meeting;
- if a Shareholder appoints key management personnel (**KMP**) as proxy, the KMP will not be able to cast the Shareholder's votes on Resolutions 1, 5, 6, 7, 8, 9, 10 and 11, unless the Shareholder directs the KMP how to vote or the Chair of the Meeting is appointed as proxy. If:
  - a Shareholder appoints the Chair as their proxy; or
  - the Chair is appointed proxy by default,

  and the Shareholder does not direct the Chair how to vote, then, by signing and returning the proxy form, the Shareholder will be expressly authorising the Chair to exercise the proxy:
  - in favour of Resolutions 1 to 11 (inclusive);

  even though the resolution is connected with the remuneration of the KMP; and
- if:
  - a Shareholder appoints the Chair as proxy and does not specify how the Chair is to vote on an item of business; or
  - the Chair is appointed by proxy as default,

subject to any applicable voting restrictions, the Chair will vote as proxy:
  - in favour of Resolutions 1 to 11 (inclusive).

Joint holders

In the case of joint holders of shares, any one of the joint holders may vote at any meeting as if that holder were the sole owner of the share. If more than one of such joint holders submits a vote, the vote of the first named of the joint holders in the Register of Members, will be accepted to the exclusion of the votes of the other joint holder(s), whether submitted in person or by proxy or by attorney or in any other approved means.

Lodgement of proxy forms

A proxy form accompanies this Notice. To be effective, the completed proxy form and the power of authority (if any) under which the proxy form is signed or a certified copy of the relevant authority must be received by the Company at least 48 hours before the start of the Meeting (that is, by 2.00pm (Melbourne time) on Monday, 19 October 2026).

Proxies (and, if applicable, authorities) may be returned:

By mail:

MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235

By hand:

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

By facsimile: +61 2 9287 0309

Online: at **https://au.investorcentre.mpms.mufg.com**

Shareholders who do not plan to participate in the Meeting are encouraged to complete and return a proxy form or lodge a proxy online before the deadline listed above, for each of their holdings of Company's shares. Shareholders who wish to participate online are also encouraged to lodge their proxy forms before the deadline listed above. This will ensure that your votes can still be counted if you cannot participate on the day of the Meeting.

If you wish to post a proxy form, please be aware of current postal timeframes.

Poll

Voting on all items will be determined by a poll at the Meeting. Shareholders not participating in the Meeting either in person or online may use the enclosed proxy form accompanying this Notice or vote online before the deadline listed above.

Shareholder questions

Shareholders are able to submit written questions in advance of the Meeting. To submit a written question, please complete and return the accompanying form, or submit the question online, in accordance with the instructions on the form. The form must be received by the Company no later than Wednesday, 14 October 2026 (five business days before the Meeting date). Questions should relate to matters that are relevant to the business of the Meeting as outlined in the Notice.

Results of the Meeting

Voting results will be announced on the ASX as soon as practicable after the Meeting and will also be made available on the Company's website at **sigmahealthcare.com.au**.

Compliance with ASX Listing Rules

Sigma confirms that this document complies with the notice of meeting content requirements set out in the Listing Rules. On the basis of this confirmation, ASX has not objected to this document under Listing Rule 15.1.4

By Order of the Board

Kara McGowan
Chief Legal Officer & Company Secretary

17 September 2026

Explanatory Notes

The following explanatory notes (including any annexures) have been prepared to provide information to Shareholders about the items of business set out in the Notice and form part of that Notice.

Item 2 – Financial Statements and Reports

Sigma has prepared the Financial Reports and Sustainability Report together with the Directors' Reports (including the Remuneration Report) and the Auditor's Reports, for the notional financial year ending 30 June 2026.

As detailed in Sigma's prospectus dated 10 February 2025 and its announcement to ASX dated 14 February 2025, Sigma and Chemist Warehouse have different balance dates. Sigma's financial year ends on 31 January, whilst Chemist Warehouse's financial year ends on 30 June. Given the complexity with reconciling conflicting legal and accounting requirements applying to the preparation of the Sigma and Chemist Warehouse accounts following implementation of the merger, ASIC granted relief that allows Sigma to meet its financial reporting obligations based on a notional financial year that runs to 30 June each year, enabling the merged group to report in accordance

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with Chemist Warehouse's financial year of 30 June. As a result of receiving this relief, Sigma will meet its financial reporting obligations under Part 2M.3 of the Corporations Act in relation to notional financial years ending 30 June and notional half-years ending 31 December, as if those were Sigma's statutory financial years and half-years.

Accordingly, Sigma has released financial results for the financial year ending 30 June 2026 and will release half-year financial results for the half-year ending 31 December 2026 (and so on each period thereafter). To support this approach, ASIC has also granted relief that will allow each of Sigma's subsidiaries (that have financial reporting obligations) to report as if their financial year end is 30 June as well as relief that will facilitate consolidated group reporting reflecting the new notional financial year ending on 30 June of each year.

Shareholders have been provided with relevant information concerning the Company's financial statements in the Annual Reports of the Company for the financial year ended 30 June 2026. The Annual Report is available on the Company's website and have been dispatched to Shareholders who have elected to receive a hard copy. A copy of the financial statements and the associated reports will also be tabled at the Meeting.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on the reports (excluding the Remuneration Report). However, Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask PricewaterhouseCoopers (**PwC**), or PwC's representative, as auditor of the Company's financial statements (**Auditor**) for the notional financial year ended 30 June 2026 questions relevant to:

- the conduct of the audit carried out by the Auditor;
- the preparation and content of the independent audit report prepared by the Auditor;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor to answer any written questions submitted to them under section 250PA of the Corporations Act.

Item 3 – Remuneration Report

Item 3.1 – Non-binding resolution to adopt the Remuneration Report for year ended 30 June 2026 *(Resolution 1)*

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution for the adoption of its remuneration report for the most recent reporting period and a reasonable opportunity for Shareholders to comment on and ask questions about the remuneration report.

The Remuneration Report is contained in the Annual Financial Report for the financial year ended 30 June 2026. A copy of the Annual Financial Report, including the Remuneration Report, is available on the Company's website at **www.sigmahealthcare.com.au** and may be obtained from the Office of the Company Secretary by telephoning (03) 9215 9215.

The Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of the KMP of the Sigma consolidated group;
- a discussion of the relationship between that policy and the Company's performance;
- prescribed information regarding the KMP; and
- where any element of the remuneration of a member of the KMP depended on the satisfaction of a performance condition, a summary of that performance condition.

The vote on Resolution 1 is advisory only and does not bind the Company or its Directors. However, if at least 25% of the votes cast are against adoption of a remuneration report at two consecutive AGMs, the Company will be required to put a resolution to the second AGM (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second AGM. All of the Directors, other than the Managing Director, who were in office when the applicable Directors' Report was approved and who remain in office at the time of the Spill Meeting will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

Directors' Recommendation

The vote on Resolution 1 is advisory and does not bind the Company or its Directors. Nevertheless, the Directors will take the outcome of the vote into account when considering the Company's future remuneration practices and policies.

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

Voting Restrictions

Voting exclusions apply to Resolution 1.

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a member of KMP, details of whose remuneration are included in the Remuneration Report; or
- a closely related party of a member of such KMP.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides.

A closely related party of a member of KMP includes a spouse or child of the member of KMP, a child of the member of KMP's spouse, a dependant of the member of KMP or their spouse, or anyone else in the member of KMP's family who may be expected to influence the member of KMP or be influenced by the member of KMP in the member of KMP's dealings with the Company consolidated group, or a company the member of KMP controls.

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The Chair of the Meeting intends to vote undirected proxies (subject to the instructions set out in the proxy form and any other applicable restrictions) in favour of Resolution 1.

If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

Item 4 – Re-election of Directors

Listing Rule 14.5 requires that there is an election of directors at each AGM. Rule 3.6(b) of the Company's Constitution sets out the rotation requirements. Accordingly, Mr Michael Sammells, Mr Mario Verrocchi and Mr Damien Gance, will retire by way of rotation at the Meeting and being eligible, offer themselves for re-election as Directors.

Each re-election will be conducted as a separate resolution. Profiles on each of the Directors are set out below.

Item 4.1 – Re-election of Mr Michael Sammells as Director (Resolution 2)

Mr Michael Sammells BBus (Acc), FCPA, GAICD

Chairman, Non-Executive Director, Chair of the Related Party Independent Board Committee, Member of the Nomination and Remuneration Committee and Member of the Audit Committee.

Appointed a Director of Sigma Healthcare Limited in February 2020 and Chairman of Sigma Healthcare Limited in August 2022, including leading the merger of Sigma and the Chemist Warehouse Group in February 2025. Mr Sammells is currently a Non-Executive Director at AMP and a Director at GMHBA.

Mr Sammells has over 35 years of broad experience in finance, corporate services and has held operational roles with expertise in finance, accounting, treasury, investor relations, capital developments, mergers and acquisitions and IPOs.

Mr Sammells is a former Chief Financial Officer of Healthscope Limited and Medibank Private. Mr Sammells has not held any other directorships in listed entities over the past three years.

Effect of Resolution

If Resolution 2 is passed, Mr Sammells will be re-elected and will continue to act as a Director (and Chairman). If Resolution 2 is not passed, Mr Sammells will not be re-elected and will cease to act as a Director (and Chairman).

Directors' Recommendation

Having received an acknowledgement from Mr Sammells that he has sufficient time available to carry out the duties of a Director of the Company and having reviewed the performance of Mr Sammells as a Director, and the mix of skills and experience required by the Board, the Directors (other than Mr Sammells, who is the subject of Resolution 2) unanimously recommend that Shareholders **vote in favour** of Mr Sammell's re-election.

Item 4.2 – Re-election of Mr Mario Verrocchi as Director (Resolution 3)

Mr Mario Verrocchi BPharm

Executive Director, Member of the Risk, Compliance and Sustainability Committee, Chief Executive Officer – Retail

Appointed a Director of Sigma Healthcare Limited in

February 2025. Mr Verrocchi is a qualified pharmacist who joined Mr J and Mr S Gance's pharmacy group in 1982.

Mr Verrocchi established MyChemist with Mr J Gance and Mr S Gance in 1997 and subsequently created the Chemist Warehouse chain with Messrs Gance in 2000.

Effect of Resolution

If Resolution 3 is passed, Mr Verrocchi will be re-elected and will continue to act as a Director. If Resolution 3 is not passed, Mr Verrocchi will not be re-elected and will cease to act as a Director.

Directors' Recommendation

Having received an acknowledgement from Mr Verrocchi that he has sufficient time available to carry out the duties of a Director of the Company and the mix of skills and experience required by the Board, the Directors (other than Mr Verrocchi who is the subject of Resolution 3) unanimously recommend that Shareholders **vote in favour** of Mr Verrocchi's re-election.

Item 4.3 – Re-election of Mr Damien Gance as Director (Resolution 4)

Mr Damien Gance BPharm, MBA, GAICD

Non-Executive Director, Member of the Risk, Compliance and Sustainability Committee

Appointed a Director of Sigma Healthcare Limited in February 2025. Mr D Gance is a qualified pharmacist who joined My Chemist in 1998 and was previously the Chief Strategy and Business Development Officer of the Group.

Mr D Gance was the first Chemist Warehouse franchisee opening the first Chemist Warehouse pharmacy in June 2000.

Effect of Resolution

If Resolution 4 is passed, Mr D Gance will be re-elected and will continue to act as a Director. If Resolution 4 is not passed, Mr D Gance will not be re-elected and will cease to act as a Director.

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Directors' Recommendation

Having received an acknowledgement from Mr D Gance that he has sufficient time available to carry out the duties of a Director of the Company and the mix of skills and experience required by the Board, the Directors (other than Mr D Gance who is the subject of Resolution 4) unanimously recommend that Shareholders vote in favour of Mr D Gance's re-election.

Item 5 – Remuneration arrangements for the Managing Director and Chief Executive Officer of Sigma

Item 5.1 – Grant of rights to Managing Director and Chief Executive Officer of Sigma under the Company's 2026 Long Term Incentive Plan (LTIP) (Resolution 5)

As part of the 2026 Long Term Incentive Plan (LTIP) arrangements, Mr Ramsunder is entitled to a grant of 1,084,167 rights to acquire fully paid ordinary shares in the Company (**LTIP Rights**) under the terms of the LTIP. The LTI performance period will run 1 July 2026 to 30 June 2029. The LTIP Rights are a one-off grant to Mr Ramsunder.

Why is Shareholder approval being sought?

The Board is seeking approval of Shareholders for the issue of 1,084,167 LTIP Rights to Mr Ramsunder under the LTIP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including Listing Rule 10.14.

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:

- 10.14.1 – a director of the company;
- 10.14.2 – an associate of a director of the company; or
- 10.14.3 – 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 its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of 1,084,167 LTIP Rights to the Managing Director and Chief Executive Officer of Sigma, Mr Ramsunder, under the LTIP falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14.

Resolution 5 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 10.14.

If Resolution 5 is passed, the Company will be able to proceed with the issue.

If Resolution 5 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that the equivalent award will be provided in cash, subject to the same vesting and other conditions as described in this Notice.

Number of LTIP Rights to be granted to Mr Ramsunder

The number of LTIP Rights to be granted to Mr Ramsunder was determined by dividing the agreed incentive amount of $3,000,000, being 150% of Total Employment Cost (**TEC**), by the volume weighted average price of shares in the Company calculated over the final 5 trading days prior to the commencement of the performance period (24-30 June 2026) being $2.7671. Mr Ramsunder will receive the LTIP Rights at no cost to him.

Vesting of LTIP Rights

Vesting

The LTIP rights will vest on 30 June 2029 dependent upon meeting the following vesting conditions over the performance period:

Vesting Conditions	Weighting
Earnings per Share (**EPS**) compound annual growth rate (**CAGR**) (**EPS performance rights**)	50%
Total shareholder return (**TSR**) (**TSR performance rights**)	50%

EPS performance rights

50% of LTIP rights vest based on the EPS CAGR vesting schedule as set out below:

CAGR over the performance period	Percentage of EPS performance rights that vest
Less than 10% EPS CAGR	Nil
≥10% and < 15% EPS CAGR	Straight line pro-rata vesting between 50% to 100%
15% EPS CAGR and above	100%

TSR performance rights

50% of the LTIP rights vest subject to a performance measure that ranks Sigma's TSR relative to a comparator group comprising the S&P ASX 100. The percentage of performance rights that vest will be based on Sigma's TSR ranking over the performance period, as set out in the vesting schedule below:

Relative TSR rank	Percentage of TSR performance rights that vest
Less than 50th percentile (P50)	Nil
At the 50th percentile (P50)	50%
Between the 50th and 75th percentile (P50 and P75)	Straight line pro-rata vesting between 50% to 100%
75th percentile and above (P75)	100%

Lapse of LTIP Rights

All LTIP Rights granted under the LTIP will lapse on the earlier of the date 5 years after they are granted, the date the LTIP Rights are forfeited or the date the Board determines that any of the Vesting Conditions will not be satisfied.

If Mr Ramsunder ceases to be employed because of redundancy, retirement (with agreement of the Board), ill-health, death or total and permanent disablement, subject to the Board's discretion to determine otherwise, LTIP Rights will vest pro rata to the proportion of the vesting period that has elapsed, and the balance of the unvested LTIP Rights will be forfeited. In the event of resignation, unvested LTIP Rights are typically forfeited (subject to Board discretion).

If a change of control event occurs prior to the vesting conditions being met and the LTIP Rights having vested, the Board may, at its absolute discretion, determine how any unvested LTIP Rights will be treated, including but not limited to amending the vesting conditions or determining that some or all of the unvested LTIP Rights will vest.

All rights, entitlements and interests in LTIP Rights held by Mr Ramsunder will be forfeited if the Board determines that he has committed serious or persistent breach of his Employment Agreement (**EA**), been convicted of a criminal offence which involves fraud and dishonesty, engaged in conduct that has brought the Company into substantial disrepute, committed any wrongful or negligent act or omission which has caused the Company substantial liability, engaged in grave misconduct or recklessness in discharge of his duties, been disqualified from managing corporations under the Corporations Act, or within 12 months of cessation of employment, became a director or employee, provided service to or acquired a 5% or more ownership in a direct competitor of the Company.

Malus and Clawback

The Board has ongoing discretion (subject to compliance with any applicable laws) to apply malus (downward adjustment up to zero of unvested LTIP Rights) and clawback (recovery of Shares issued or transferred from vested LTIP Rights), where it determines that awards were made based on a financial statement or performance metric that was materially inaccurate, or another material adverse event or outcome has occurred.

Source of Shares

The Shares required for the LTIP upon vesting of the LTIP Rights may be provided by either issuing new Shares or procuring the transfer of existing Shares including Shares acquired on-market.

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Additional information

In accordance with the Listing Rule 10.15, the following additional information is provided concerning the LTIP Rights proposed to be granted to Mr Ramsunder under the LTIP:

- Mr Ramsunder's current total remuneration package as at 31 August 2026 is:

Curent Remuneration element	Quantum
TEC (inclusive of superannuation)	$2,000,000 per annum
Short-term incentive (maximum opportunity)	Up to $3,000,000 (150% of TEC) per annum delivered in a combination of cash and deferred equity as determined by the Board, subject to satisfaction of performance conditions. In FY 2026/27, this will be 50% in cash and 50% deferred performance shares, with the issue of the performance shares being subject to the approval of Shareholders. Refer Item 5.2 of the Explanatory Notes below.
Long-term incentive (maximum opportunity)	• In respect of FY 2025/26 (prior scheme), 813,449 rights issued under the terms of the 2025 LTIP. • In respect of FY 2026/27, 1,084,167 rights to be issued under the terms of the 2026 LTIP (determined by dividing $3,000,000 by the 5-trading day volume weighted average price commencing on 24 June up to and including 30 June 2026), subject to the approval of Shareholders.

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- The Company has chosen to issue the LTIP Rights to Mr Ramsunder for the following reasons:
  - to align Mr Ramsunder's reward with increasing Shareholder value and the Company's performance over the long-term; and
  - by virtue of the above, the Board considers (in the absence of Mr Ramsunder) that Mr Ramsunder's participation in the LTIP is:
    - > an important mechanism by which to incentivise performance in line with Shareholder interests; and
    - > a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.
- The fair value of the LTIP Rights proposed to be issued to Mr Ramsunder will be determined in accordance with Australian Accounting Standards.
- No loans will be granted to Mr Ramsunder in relation to his participation in the LTIP. No amount is payable by Mr Ramsunder to the Company to acquire the LTIP Rights or shares allocated on vesting of LTIP Rights.
- LTIP Rights do not carry any dividend or voting rights prior to vesting.
- Shares allocated on vesting of LTIP Rights will rank equally with shares in the same class.
- Details of any LTIP Rights issued under the LTIP (and Shares issued upon their vesting) will be published in the annual report of the Company relating to the period in which they have been issued, along with a statement that approval of the issue was obtained under Listing Rule 10.14.
- Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the issue of LTIP Rights under the LTIP after Resolution 5 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.
- Allocation of LTIP Rights to Mr Ramsunder will be made as soon as practicable but in any event by no later than 3 years after the date of the Meeting.

Directors' Recommendation

Each of the Directors (other than Mr Ramsunder who is not entitled to vote) recommends that Shareholders vote in favour Resolution 5. None of the Directors (other than Mr Ramsunder) has an interest in the outcome of this Resolution.

Voting Restrictions

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP 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 Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- a Shareholder acting solely in a 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 Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 5; and
  - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 5 as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 5.2 – Grant of performance shares to Managing Director and Chief Executive Officer of Sigma under the Company's Short Term Incentive Equity Deferral Plan (STIEDP) (Resolution 6)

The fixed remuneration component of an executive's total reward consists of base salary and statutory superannuation contributions. The short term incentive (**STI**) component of an executive's total reward is an annual at-risk incentive reward and links a portion of executive reward opportunity to specific financial and non-financial measures.

As part of Mr Ramsunder's EA as Managing Director and Chief Executive Officer of Sigma for the 2026/27 period, Mr Ramsunder has the ability to earn a maximum 'at target' benefit of up to 100% of TEC and up to 150% of his fixed annual remuneration 'at stretch' (for a maximum STI benefit of 150%) of his fixed annual remuneration, if specified annual performance targets as set by the Board are achieved in accordance with the STIEDP with the combination of cash and deferred equity to be determined by the Board. This is based on a 12-month financial year.

For the 2026/2027 period, the Board has determined that the STI cash payment to Mr Ramsunder will be 50% of the awarded STI (**Cash Payment**), with the remaining 50% awarded in deferred performance shares which convert to fully paid ordinary shares in the Company (**STI Performance Shares**) under the rules of the STIEDP. Of this 50% deferred component, half (25% STI Performance Shares) is to be deferred for 12 months with the remaining half (25% STI Performance Shares) deferred for 24 months. As was the case in 2025/2026 period, this benefit will not be subject to Mr Ramsunder remaining employed for the period to which the deferred equity relates after the end of the year to which the STI Performance Shares relate.

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Why is Shareholder approval being sought?

The Board is seeking approval of Shareholders for the issue of STI Performance Shares under the STIEDP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including Listing Rule 10.14.

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:

- 10.14.1 – a director of the company;
- 10.14.2 – an associate of a director of the company; or
- 10.14.3 – 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 its Shareholders,

unless it obtains the approval of its Shareholders.

The proposed issue of STI Performance Shares to the Managing Director and Chief Executive Officer of Sigma, Mr Ramsunder, under the STIEDP falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14.

Resolution 6 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 10.14.

If Resolution 6 is passed, the Company will be able to proceed with the issue.

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that the equivalent award will be provided in cash, subject to the same vesting and other conditions as described in this Notice.

Number of STI Performance Shares to be granted to Mr Ramsunder

The extent to which Mr Ramsunder is awarded an STI incentive is first contingent upon the achievement of the Company's earnings before interest and tax gateway (the **gateway**). Once the gateway has been achieved the extent to which Mr Ramsunder is awarded an STI incentive is contingent upon his ability to meet or exceed set KPIs for the 2026/27 financial year.

Accordingly, the number of STI Performance Shares to be issued to Mr Ramsunder under the STIEDP cannot be determined until the end of the 2026/27 financial year when Mr Ramsunder's performance has been assessed against the relevant KPIs. However, the maximum value of performance shares that may be granted to Mr Ramsunder is $1,500,000. The number of STI Performance Shares that Mr Ramsunder will be granted is to be determined by dividing the value of Mr Ramsunder's deferred equity value by the volume weighted average market price (VWAP) of a Share for the 5 trading days immediately preceding the end of the one year performance period ending 30 June 2027 (VWAP period 24 to 30 June 2027).

Should Mr Ramsunder be entitled to a grant of STI Performance Shares, he will receive the STI Performance Shares at no cost to him.

Vesting Conditions

Half of the STI Performance Shares will vest after 12 months with the remaining 50% vesting after 24 months following the conclusion of the STIEDP performance period.

Forfeiture of STI Performance Shares

All STI Performance Shares granted under the STIEDP will be forfeited on the earlier of the date 4 years after they are granted, the date the STI Performance Shares are forfeited or the date the Board determines that any of the vesting conditions will not be satisfied.

If Mr Ramsunder ceases to be employed because of resignation before the end of the year to which the STI Performance Shares relate, then all unvested STI Performance Shares will be forfeited. If Mr Ramsunder ceases to be employed because of a redundancy, retirement (with agreement of the Board), ill-health, death or total and permanent disablement, the Board may in its absolute discretion allow some or all of the STI Performance Shares to vest.

If a change of control event occurs prior to the vesting conditions being met and the STI Performance Shares having vested, the Board may, at its absolute discretion, determine how any unvested STI Performance Shares will be treated, including but not limited to amending the vesting conditions or determining that some or all of the unvested STI Performance Shares will vest.

STI Performance Shares will not be forfeited in circumstances where Mr Ramsunder resigns, or ceases to be employed because of redundancy, retirement (with agreement of the Board), ill-health, death or total and permanent disablement after the end of the year to which the STI Performance Shares relate.

All rights, entitlements and interests in STI Performance Shares held by Mr Ramsunder will be forfeited if the Board determines that he has committed serious or persistent breach of the EA, been convicted of a criminal offence which involves fraud and dishonesty, engaged in conduct that has brought the Company into substantial disrepute, committed any wrongful or negligent act or omission which has caused the Company substantial liability, engaged in grave misconduct or recklessness in discharge of his duties, been disqualified from managing corporations under the Corporations Act, or within 12 months of cessation of employment, became a director or employee, provided service to or acquired a 5% or more ownership in a direct competitor of the Company.

Malus and Clawback

The Board has ongoing discretion (subject to compliance with any applicable laws) to apply malus (downward adjustment up to zero of deferred Shares) and clawback (recovery of Shares post release), where it determines that awards were made based on a financial statement or performance metric that was materially inaccurate, or another material adverse event or outcome has occurred.

Source of Shares

At the discretion of the Board, the Shares required for the vesting of the STI Performance Shares may be provided either by issuing new Shares or by procuring the transfer of existing Shares including Shares acquired on-market.

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Additional information

In accordance with the Listing Rule 10.15, the following additional information is provided concerning the STI Performance Shares proposed to be granted to Mr Ramsunder under the STIEDP:

- Details of Mr Ramsunder's remuneration package are set out in Item 5.1 above.
- The Company has chosen to grant the STI Performance Shares to Mr Ramsunder for the following reasons:
  - to align Mr Ramsunder's reward with increasing Shareholder value and the Company's performance over the long-term; and
  - by virtue of the above, the Board (in the absence of Mr Ramsunder) considers that Mr Ramsunder's participation in the STIEDP is:
    - an important mechanism by which to incentivise performance in line with Shareholder interests; and
    - a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.
- The fair value of the STI Performance Shares proposed to be issued to Mr Ramsunder will be determined in accordance with Australian Accounting Standards.
- Mr Ramsunder is the only Director eligible to be granted STI Performance Shares under STIEDP. No other person who requires Shareholder approval to participate in the STIEDP under Listing Rule 10.14 has been or will be issued with STI Performance Shares until such approval is obtained.
- No loans will be granted to Mr Ramsunder in relation to his participation in the STIEDP. No amount is payable by Mr Ramsunder to the Company to acquire the STI Performance Shares.
- STI Performance Shares are subject to a two-year deferral period (50% are deferred for 12 months and the remaining 50% deferred for 24 months) and carry voting rights and entitlements to dividends prior to vesting.
- Shares allocated on vesting of STI Performance Shares will rank equally with shares in the same class.
- Details of any STI Performance Shares issued under the STIEDP (and Shares issued upon their vesting) will be published in the annual report of the Company relating to the period in which they have been issued, along with a statement that approval of the issue was obtained under Listing Rule 10.14.
- Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in an issue of STI Performance Shares under the STIEDP after Resolution 6 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.
- Allocation of STI Performance Shares to Mr Ramsunder will be made as soon as practicable but in any event by no later than 3 years after the date of the Meeting.

Directors' Recommendation

Each of the Directors (other than Mr Ramsunder who is not entitled to vote) recommends that Shareholders vote in favour of Resolution 6. None of the Directors (other than Mr Ramsunder) has an interest in the outcome of this Resolution.

Voting Restrictions

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the STIEDP 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 Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
- a Shareholder acting solely in a 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 Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 6; and
  - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 6 as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 5.3 – Potential retirement benefits to Managing Director and Chief Executive Officer of Sigma (Resolution 7)

Why is the resolution being proposed?

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act), or persons who have in the 3 years before their termination held a managerial or executive office, on leaving their employment with the Company or ceasing to be appointed as a director of the Company or any of its related bodies corporate.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries. This includes Mr Ramsunder who is currently the Managing Director and Chief Executive Officer of the Company. That section prohibits the Company from giving such persons a benefit in connection with that person's retirement from office, or position of employment, in excess of that person's average annual base salary over the relevant period, unless such benefit:

- is approved by Shareholders at a general meeting of the Company; or
- is exempt from the need for Shareholder approval.

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Section 200C of the Corporations Act requires Shareholder approval (under section 200E) where a benefit is made "in connection with the transfer of the whole or part of the undertaking or property of the company".

The term 'benefit' has a wide operation and extends to automatic or accelerated vesting of share-based remuneration.

A consequence of these provisions is that the Company may (in general terms) be prohibited from providing the benefit of vesting, the unvested LTIP Rights under the LTIP or the unvested STI Performance Shares under the STIEDP described in Items 5.1 – 5.2 of this Notice upon the occurrence of an accelerated event including, without limitation, retirement, redundancy, death, ill-health, total and permanent disablement or a change of control (**Accelerated Event**), with the value of that benefit being an accelerated benefit (**Accelerated Benefit**). Resolution 7 is proposed to seek Shareholder approval to pay Mr Ramsunder a combined termination benefit (comprising both a payment in accordance with existing employment arrangements and the Accelerated Benefit) with a value potentially in excess of his average annual base salary.

What can the Company do if Resolution 7 is approved?

Approval by Shareholders of Resolution 7 will give the Company authority to pay the Accelerated Benefit to Mr Ramsunder upon the occurrence of an Accelerated Event, even if the value of the associated Accelerated Benefit, when combined with his existing termination benefit (described below) exceeds his average annual base salary.

Resolution 7 only relates to the grants described in Items 5.1-5.2 of this Notice and does not relate to future grants to Mr Ramsunder in relation to which separate shareholder approval would be sought, if and when applicable.

Maximum benefit payable

Existing termination benefit

The employment conditions and remuneration of Mr Ramsunder are formalised in his EA. No fixed term is specified in the EA and either party may terminate the EA without cause by providing 12 months' written notice (unless the Company makes a payment in lieu of the notice period based on the annual base salary) (**Termination Benefit**).

More detail on the Termination Benefit is provided below.

New proposed additional benefit

As set out in Items 5.1 – 5.2 above, the LTIP Rights and the STI Performance Shares proposed to be granted to Mr Ramsunder under the LTIP and the STIEDP, respectively, may vest on satisfaction of the relevant vesting conditions or if any earlier Accelerated Event occurs.

Termination Benefit

A Termination Benefit is payable where Mr Ramsunder is entitled to receive a payment from the Company on termination of office or employment.

The amount of a Termination Benefit includes up to 12 months' remuneration in lieu of notice of termination of office or employment.

Legal Requirements – Accelerated Event and Termination Benefit

The Company is seeking Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act in respect of any Accelerated Benefits that may be provided to Mr Ramsunder in respect of the LTIP Rights and the STI Performance Shares proposed to be granted under the LTIP and the STIEDP as set out in this Notice, respectively, and any payment of the Termination Benefit under the EA (being up to 12 months' remuneration).

It can reasonably be anticipated that aspects of Mr Ramsunder's EA and the LTIP and STIEDP will be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's remuneration report.

The amount of any Termination Benefit or the value of any Accelerated Benefit cannot currently be ascertained as it is dependent on a number of factors, not all of which are within the Company's control. The details of the Accelerated Benefits and Termination Benefit for which approval is sought are as follows:

Description of benefit	Manner in which value can be calculated	Matters, events, and circumstances that will, or are likely to, affect the calculation of the value
Vesting of LTIP Rights under the LTIP and STI Performance Shares under the STIEDP due to an Accelerated Event.	The Company will calculate the value of this benefit as being equal to the value of the number of LTIP Rights and STI Performance Shares that vest.	• the number of LTIP Rights or STI Performance Shares that vest; • timing and circumstances of the Accelerated Event; • the portion of any relevant performance periods that have expired at the time of the Accelerated Event (if applicable); • the extent to which any relevant vesting conditions have been satisfied (if applicable); and • the market price of Shares on ASX at the time of the calculation.
Payment of Termination Benefit where Mr Ramsunder is entitled to receive a payment from the Company – on termination of office or employment.	The Company will calculate the value of this benefit as including up to 12 months' remuneration in lieu of notice of termination of office or employment.	• the amount Mr Ramsunder is entitled to receive from the Company by way of remuneration at the time of termination of office or employment; and • the time after the commencement of the financial year that notice is served terminating office or employment.

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Voting Restrictions

The Company will disregard any votes cast on Resolution 7:

- by or on behalf of Mr Ramsunder or any of his associates; or
- as a proxy by any member of the KMP or their closely related parties, including directors, if their appointment does not specify the way in which the proxy is to vote.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 7:

- in accordance with the written directions on the proxy form; or
- by the Chair of the Meeting as undirected proxy and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the KMP.

Directors' Recommendation

The Directors, other than Mr Ramsunder (who is interested in the outcome of the Resolution), recommend that Shareholders **vote in favour** of Resolution 7.

Item 6 – Remuneration arrangements for the Chief Executive Officer – Retail

Item 6.1 – Grant of rights to the Chief Executive Officer – Retail under the Company's 2026 Long Term Incentive Plan (Resolution 8)

As part of the LTIP arrangements, Mr Verrocchi is entitled to a grant of 349,060 LTIP Rights under the terms of the LTIP. The LTI performance period will run 1 July 2026 to 30 June 2029. The LTIP Rights are a one-off grant to Mr Verrocchi.

Why is Shareholder approval being sought?

The Board is seeking approval of Shareholders for the issue of 349,060 LTIP Rights to Mr Verrocchi under the LTIP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including Listing Rule 10.14.

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:

- 10.14.1 – a director of the company;
- 10.14.2 – an associate of a director of the company; or
- 10.14.3 – 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 its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of 349,060 LTIP Rights to the Chief Executive Officer – Retail, Mr Verrocchi, under the LTIP falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14.

Resolution 8 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 10.14.

If Resolution 8 is passed, the Company will be able to proceed with the issue.

If Resolution 8 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that the equivalent award will be provided in cash, subject to the same vesting and other conditions as described in this Notice.

Number of LTIP Rights to be granted to Mr Verrocchi

The number of LTIP Rights to be granted to Mr Verrocchi was determined by dividing the agreed incentive amount of $965,886, being 90% of TEC, by the volume weighted average price of shares in the Company calculated over the final 5 trading days prior to the commencement of the performance period (24-30 June 2026) being $2.7671. Mr Verrocchi will receive the LTIP Rights at no cost to him.

Vesting of LTIP Rights

Vesting

The LTIP rights will vest on 30 June 2029 dependent upon meeting the following vesting conditions over the performance period:

Vesting Conditions	Weighting
EPS performance rights	50%
TSR performance rights	50%

EPS performance rights

50% of LTIP rights vest based on the EPS CAGR vesting schedule as set out below:

CAGR over the performance period	Percentage of EPS performance rights that vest
Less than 10% EPS CAGR	Nil
≥10% and < 15% EPS CAGR	Straight line pro-rata vesting between 50% to 100%
15% EPS CAGR and above	100%

TSR performance rights

50% of the LTIP rights vest subject to a performance measure that ranks Sigma's TSR relative to a comparator group comprising the S&P/ASX 100. The percentage of performance rights that vest will be based on Sigma's TSR ranking over the performance period, as set out in the vesting schedule below:

Relative TSR rank	Percentage of TSR performance rights that vest
Less than 50th percentile (P50)	Nil
At the 50th percentile (P50)	50%
Between the 50th and 75th percentile (P50 and P75)	Straight line pro-rata vesting between 50% to 100%
75th percentile and above (P75)	100%

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Lapse of LTIP Rights

All LTIP Rights granted under the LTIP will lapse on the earlier of the date 5 years after they are granted, the date the LTIP Rights are forfeited or the date the Board determines that any of the vesting conditions will not be satisfied.

If Mr Verrocchi ceases to be employed because of redundancy, retirement (with agreement of the Board), ill-health, death or total and permanent disablement, subject to the Board's discretion to determine otherwise, LTIP Rights will vest pro rata to the proportion of the vesting period that has elapsed, and the balance of the unvested LTIP Rights will be forfeited. In the event of resignation, unvested LTIP Rights are typically forfeited (subject to Board discretion).

If a change of control event occurs prior to the vesting conditions being met and the LTIP Rights having vested, the Board may, at its absolute discretion, determine how any unvested LTIP Rights will be treated, including but not limited to amending the vesting conditions or determining that some or all of the unvested LTIP Rights will vest.

All rights, entitlements and interests in LTIP Rights held by Mr Verrocchi will be forfeited if the Board determines that he has committed serious or persistent breach of his EA, been convicted of a criminal offence which involves fraud and dishonesty, engaged in conduct that has brought the Company into substantial disrepute, committed any wrongful or negligent act or omission which has caused the Company substantial liability, engaged in grave misconduct or recklessness in discharge of his duties, been disqualified from managing corporations under the Corporations Act, or within 12 months of cessation of employment, became a director or employee, provided service to or acquired a 5% or more ownership in a direct competitor of the Company.

Malus and Clawback

The Board has ongoing discretion (subject to compliance with any applicable laws) to apply malus (downward adjustment up to zero of unvested LTIP Rights) and clawback (recovery of Shares issued or transferred from vested LTIP Rights), where it determines that awards were made based on a financial statement or performance metric that was materially inaccurate, or another material adverse event or outcome has occurred.

Source of Shares

The Shares required for the LTIP upon vesting of the LTIP Rights may be provided by either issuing new Shares or procuring the transfer of existing Shares including Shares acquired on-market.

Additional information

In accordance with the Listing Rule 10.15, the following additional information is provided concerning the LTIP Rights proposed to be granted to Mr Verrocchi under the LTIP:

- Mr Verrocchi's current total remuneration package as at 31 August 2026 is:

Remuneration element	Quantum
TEC (inclusive of superannuation)	$1,073,207
Long-term incentive (maximum opportunity)	$965,886

- The Company has chosen to issue the LTIP Rights to Mr Verrocchi for the following reasons:
  - to align Mr Verrocchi's reward with increasing Shareholder value and the Company's performance over the long-term; and
  - by virtue of the above, the Board considers (in the absence of Mr Verrocchi) that Mr Verrocchi's participation in the LTIP is:
    - an important mechanism by which to incentivise performance in line with Shareholder interests; and
    - a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.
- The fair value of the LTIP Rights proposed to be issued to Mr Verrocchi will be determined in accordance with Australian Accounting Standards.
- No loans will be granted to Mr Verrocchi in relation to his participation in the LTIP. No amount is payable by Mr Verrocchi to the Company to acquire the LTIP Rights or shares allocated on vesting of LTIP Rights.
- LTIP Rights do not carry any dividend or voting rights prior to vesting.
- Shares allocated on vesting of LTIP Rights will rank equally with shares in the same class.
- Details of any LTIP Rights issued under the LTIP (and Shares issued upon their vesting) will be published in the annual report of the Company relating to the period in which they have been issued, along with a statement that approval of the issue was obtained under Listing Rule 10.14.
- Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the issue of LTIP Rights under the LTIP after Resolution 8 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.
- Allocation of LTIP Rights to Mr Verrocchi will be made as soon as practicable but in any event by no later than 3 years after the date of the Meeting.

Directors' Recommendation

Each of the Directors (other than Mr Verrocchi who is not entitled to vote) recommends that Shareholders **vote in favour** of Resolution 8. None of the Directors (other than Mr Verrocchi) has an interest in the outcome of this Resolution.

Voting Restrictions

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP 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 Resolution 8, in accordance with directions given to the proxy or attorney to vote on Resolution 8 in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 as the Chair decides; or

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- a Shareholder acting solely in a 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 Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 8; and
  - the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 8 as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 6.2 – Potential retirement benefits to the Chief Executive Officer – Retail (Resolution 9)

Why is the resolution being proposed?

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act), or persons who have in the 3 years before their termination held a managerial or executive office, on leaving their employment with the Company or ceasing to be appointed as a director of the Company or any of its related bodies corporate.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries. This includes Mr Verrocchi who is currently the Chief Executive Officer – Retail. That section prohibits the Company from giving such persons a benefit in connection with that person's retirement from office, or position of employment, in excess of that person's average annual base salary over the relevant period, unless such benefit:

- is approved by Shareholders at a general meeting of the Company; or
- is exempt from the need for Shareholder approval.

Section 200C of the Corporations Act requires Shareholder approval (under section 200E) where a benefit is made "in connection with the transfer of the whole or part of the undertaking or property of the company".

The term 'benefit' has a wide operation and extends to automatic or accelerated vesting of share-based remuneration.

A consequence of these provisions is that the Company may (in general terms) be prohibited from providing the benefit of vesting, the unvested LTIP Rights under the LTIP described in Item 6.1 of this Notice upon the occurrence of an Accelerated Event, with the value of that benefit being an Accelerated Benefit. Resolution 9 is proposed to seek Shareholder approval to pay Mr Verrocchi a combined termination benefit (comprising both a payment in accordance with existing employment arrangements and the Accelerated Benefit) with a value potentially in excess of his average annual base salary.

What can the Company do if Resolution 9 is approved?

Approval by Shareholders of Resolution 9 will give the Company authority to pay the Accelerated Benefit to Mr Verrocchi upon the occurrence of an Accelerated Event, even if the value of the associated Accelerated Benefit, when combined with his existing termination benefit (described below) exceeds his average annual base salary.

Resolution 9 only relates to the grants described in Item 6.1 of this Notice and does not relate to future grants to Mr Verrocchi in relation to which separate shareholder approval would be sought, if and when applicable.

Maximum benefit payable

Existing termination benefit

The employment conditions and remuneration of Mr Verrocchi are formalised in his EA. No fixed term is specified in the EA and either party may terminate the EA without cause by providing 6 months' written notice (unless the Company makes a payment in lieu of the notice period based on the annual base salary, which is a Termination Benefit).

New proposed additional benefit

As set out in Items 6.1 above, the LTIP Rights proposed to be granted to Mr Verrocchi under the LTIP may vest on satisfaction of the relevant vesting conditions or if any earlier Accelerated Event occurs.

Termination Benefit

A Termination Benefit is payable where Mr Verrocchi is entitled to receive a payment from the Company on termination of office or employment.

The amount of a Termination Benefit includes up to 6 months' remuneration in lieu of notice of termination of office or employment.

Legal Requirements – Accelerated Event and Termination Benefit

The Company is seeking Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act in respect of any Accelerated Benefits that may be provided to Mr Verrocchi in respect of the LTIP Rights proposed to be granted under the LTIP set out in this Notice and any payment of the Termination Benefit under his EA (being up to 6 months' remuneration).

It can reasonably be anticipated that aspects of Mr Verrocchi's EA and the LTIP will be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's remuneration report.

The amount of any Termination Benefit or the value of any Accelerated Benefit cannot currently be ascertained as it is dependent on a number of factors, not all of which are within the Company's control. The details of the Accelerated Benefits and Termination Benefit for which approval is sought are as follows:

Description of benefit	Manner in which value can be calculated	Matters, events, and circumstances that will, or are likely to, affect the calculation of the value
Vesting of LTIP Rights under the LTIP due to an Accelerated Event.	The Company will calculate the value of this benefit as being equal to the value of the number of LTIP Rights that vest.	• the number of LTIP Rights that vest; • timing and circumstances of the Accelerated Event; • the portion of any relevant performance periods that have expired at the time of the Accelerated Event (if applicable); • the extent to which any relevant vesting conditions have been satisfied (if applicable); and • the market price of Shares on ASX at the time of the calculation.
Payment of Termination Benefit where Mr Verrocchi is entitled to receive a payment from the Company – on termination of office or employment.	The Company will calculate the value of this benefit as including up to 6 months' remuneration in lieu of notice of termination of office or employment.	• the amount Mr Verrocchi is entitled to receive from the Company by way of remuneration at the time of termination of office or employment; and • the time after the commencement of the financial year that notice is served terminating office or employment.

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Voting Restrictions

The Company will disregard any votes cast on Resolution 9:

- by or on behalf of Mr Verrocchi or any of his associates; or
- as a proxy by any member of the KMP or their closely related parties, including directors, if their appointment does not specify the way in which the proxy is to vote.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 9:

- in accordance with the written directions on the proxy form; or
- by the Chair of the Meeting as undirected proxy and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the KMP.

Directors' Recommendation

The Directors, other than Mr Verrocchi (who is interested in the outcome of the Resolution), recommend that Shareholders **vote in favour** of Resolution 9.

Item 7 – Remuneration arrangements for the Chief People Officer of Sigma

Item 7.1 – Grant of rights to the Chief People Officer of Sigma under the Company's 2026 Long Term Incentive Plan (Resolution 10)

As part of the LTIP arrangements, Ms Di Pilla is entitled to a grant of 157,572 LTIP Rights under the terms of the LTIP. The LTI performance period will run 1 July 2026 to 30 June 2029. The LTIP Rights are a one-off grant to Ms Di Pilla.

Why is Shareholder approval being sought?

The Board is seeking approval of Shareholders for the issue of 157,572 LTIP Rights to Ms Di Pilla under the LTIP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including Listing Rule 10.14.

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:

- 10.14.1 – a director of the company;
- 10.14.2 – an associate of a director of the company; or
- 10.14.3 – 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 its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of 157,572 LTIP Rights to the Chief People Officer of Sigma, Ms Di Pilla, under the LTIP falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14.

Resolution 10 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 10.14.

If Resolution 10 is passed, the Company will be able to proceed with the issue.

If Resolution 10 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that the equivalent award will be provided in cash, subject to the same vesting and other conditions as described in this Notice.

Number of LTIP Rights to be granted to Ms Di Pilla

The number of LTIP Rights to be granted to Ms Di Pilla was determined by dividing the agreed incentive amount of $436,020, being 60% of TEC, by the volume weighted average price of shares in the Company calculated over the final 5 trading days prior to the commencement of the performance period (24-30 June 2026) being $2.7671. Ms Di Pilla will receive the LTIP Rights at no cost to her.

Vesting of LTIP Rights

Vesting

The LTIP rights will vest on 30 June 2029 dependent upon meeting the following vesting conditions over the performance period:

Vesting Conditions	Weighting
EPS performance rights	50%
TSR performance rights	50%

EPS performance rights

50% of LTIP rights vest based on the EPS CAGR vesting schedule as set out below:

CAGR over the performance period	Percentage of EPS performance rights that vest
Less than 10% EPS CAGR	Nil
≥10% and < 15% EPS CAGR	Straight line pro-rata vesting between 50% to 100%
15% EPS CAGR and above	100%

TSR performance rights

50% of the LTIP rights vest subject to a performance measure that ranks Sigma's TSR relative to a comparator group comprising the S&P ASX 100. The percentage of performance rights that vest will be based on Sigma's TSR ranking over the performance period, as set out in the vesting schedule below:

Relative TSR rank	Percentage of TSR performance rights that vest
Less than 50th percentile (P50)	Nil
At the 50th percentile (P50)	50%
Between the 50th and 75th percentile (P50 and P75)	Straight line pro-rata vesting between 50% to 100%
75th percentile and above (P75)	100%

Lapse of LTIP Rights

All LTIP Rights granted under the LTIP will lapse on the earlier of the date 5 years after they are granted, the date the LTIP Rights are forfeited or the date the Board determines that any of the vesting conditions will not be satisfied.

If Ms Di Pilla ceases to be employed because of redundancy, retirement (with agreement of the Board), ill-health, death or total and permanent disablement, subject to the Board's discretion to determine otherwise, LTIP Rights will vest pro rata to the proportion of the vesting period that has elapsed, and the balance of the unvested LTIP Rights will be forfeited. In the event of resignation, unvested LTIP Rights are typically forfeited (subject to Board discretion).

If a change of control event occurs prior to the vesting conditions being met and the LTIP Rights having vested, the Board may, at its absolute discretion, determine how any unvested LTIP Rights will be treated, including but not limited to amending the vesting conditions or determining that some or all of the unvested LTIP Rights will vest.

All rights, entitlements and interests in LTIP Rights held by Ms Di Pilla will be forfeited if the Board determines that she has committed serious or persistent breach of her EA, been convicted of a criminal offence which involves fraud and dishonesty, engaged in conduct that has brought the Company into substantial disrepute, committed any wrongful or negligent act or omission which has caused the Company substantial liability, engaged in grave misconduct or recklessness in discharge of her duties, been disqualified from managing corporations under the Corporations Act, or within 12 months of cessation of employment, became a director or employee, provided service to or acquired a 5% or more ownership in a direct competitor of the Company.

Malus and Clawback

The Board has ongoing discretion (subject to compliance with any applicable laws) to apply malus (downward adjustment up to zero of unvested LTIP Rights) and clawback (recovery of Shares issued or transferred from vested LTIP Rights), where it determines that awards were made based on a financial statement or performance metric that was materially inaccurate, or another material adverse event or outcome has occurred.

Source of Shares

The Shares required for the LTIP upon vesting of the LTIP Rights may be provided by either issuing new Shares or procuring the transfer of existing Shares including Shares acquired on-market.

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Additional information

In accordance with the Listing Rule 10.15, the following additional information is provided concerning the LTIP Rights proposed to be granted to Ms Di Pilla under the LTIP:

- Ms Di Pilla's current total remuneration package as at 31 August 2026 is:

Remuneration element	Quantum
TEC (inclusive of superannuation)	$726,700
Long-term incentive (maximum opportunity)	$436,020

- The Company has chosen to issue the LTIP Rights to Ms Di Pilla for the following reasons:
  - > to align Ms Di Pilla's reward with increasing Shareholder value and the Company's performance over the long-term; and
  - > by virtue of the above, the Board considers (in the absence of Ms Di Pilla) that Ms Di Pilla's participation in the LTIP is:
    - – an important mechanism by which to incentivise performance in line with Shareholder interests; and
    - – a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.
- The fair value of the LTIP Rights proposed to be issued to Ms Di Pilla will be determined in accordance with Australian Accounting Standards.
- No loans will be granted to Ms Di Pilla in relation to her participation in the LTIP. No amount is payable by Ms Di Pilla to the Company to acquire the LTIP Rights or shares allocated on vesting of LTIP Rights.
- LTIP Rights do not carry any dividend or voting rights prior to vesting.
- Shares allocated on vesting of LTIP Rights will rank equally with shares in the same class.
- Details of any LTIP Rights issued under the LTIP (and Shares issued upon their vesting) will be published in the annual report of the Company relating to the period in which they have been issued, along with a statement that approval of the issue was obtained under Listing Rule 10.14.
- Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the issue of LTIP Rights under the LTIP after Resolution 10 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.
- Allocation of LTIP Rights to Ms Di Pilla will be made as soon as practicable but in any event by no later than 3 years after the date of the Meeting.

Directors' Recommendation

Each of the Directors (other than Ms Di Pilla who is not entitled to vote) recommends that Shareholders **vote in favour** of Resolution 10. None of the Directors (other than Ms Di Pilla) has an interest in the outcome of this Resolution.

Voting Restrictions

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 10 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the Chair to vote on Resolution 10 as the Chair decides; or
- a Shareholder acting solely in a 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 Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 10; and
  - > the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 10 as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 10 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 7.2 – Potential retirement benefits to the Chief People Officer of Sigma (Resolution 11)

Why is the resolution being proposed?

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act), or persons who have in the 3 years before their termination held a managerial or executive office, on leaving their employment with the Company or ceasing to be appointed as a director of the Company or any of its related bodies corporate.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries. This includes Ms Di Pilla who is currently the Chief People Officer of the Company. That section prohibits the Company from giving such persons a benefit in connection with that person's retirement from office, or position of employment, in excess of that person's average annual base salary over the relevant period, unless such benefit:

- is approved by Shareholders at a general meeting of the Company; or
- is exempt from the need for Shareholder approval.

Section 200C of the Corporations Act requires Shareholder approval (under section 200E) where a benefit is made "in connection with the transfer of the whole or part of the undertaking or property of the company".

The term 'benefit' has a wide operation and extends to automatic or accelerated vesting of share-based remuneration.

A consequence of these provisions is that the Company may (in general terms) be prohibited from providing

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the benefit of vesting, the unvested LTIP Rights under the LTIP described in Items 7.1 of this Notice upon the occurrence of an Accelerated Event, with the value of that benefit being an Accelerated Benefit. Resolution 11 is proposed to seek Shareholder approval to pay Ms Di Pilla a combined termination benefit (comprising both a payment in accordance with existing employment arrangements and the Accelerated Benefit) with a value potentially in excess of her average annual base salary.

What can the Company do if Resolution 11 is approved?

Approval by Shareholders of Resolution 11 will give the Company authority to pay the Accelerated Benefit to Ms Di Pilla upon the occurrence of an Accelerated Event, even if the value of the associated Accelerated Benefit, when combined with her existing termination benefit (described below) exceeds her average annual base salary.

Resolution 11 only relates to the grants described in Items 7.1 of this Notice, and does not relate to future grants to Ms Di Pilla in relation to which separate shareholder approval would be sought, if and when applicable.

Maximum benefit payable

Existing termination benefit

The employment conditions and remuneration of Ms Di Pilla are formalised in her EA. No fixed term is specified in the EA and either party may terminate the EA without cause by providing 6 months' written notice (unless the Company makes a payment in lieu of the notice period based on the annual base salary, which is a Termination Benefit).

New proposed additional benefit

As set out in Items 7.1 above, the LTIP Rights proposed to be granted to Ms Di Pilla under the LTIP may vest on satisfaction of the relevant vesting conditions or if any earlier Accelerated Event occurs.

Termination Benefit

A Termination Benefit is payable where Ms Di Pilla is entitled to receive a payment from the Company on termination of office or employment.

The amount of a Termination Benefit includes up to 6 months' remuneration in lieu of notice of termination of office or employment.

Legal Requirements – Accelerated Event and Termination Benefit

The Company is seeking Shareholder approval for the purposes of sections 200B, 200C and 200E of the

Corporations Act in respect of any Accelerated Benefits that may be provided to Ms Di Pilla in respect of the LTIP Rights proposed to be granted under the LTIP as set out in this Notice and any payment of the Termination Benefit under her EA (being up to 6 months' remuneration).

It can reasonably be anticipated that aspects of Ms Di Pilla's EA and the LTIP will be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's remuneration report.

The amount of any Termination Benefit or the value of any Accelerated Benefit cannot currently be ascertained as it is dependent on a number of factors, not all of which are within the Company's control. The details of the Accelerated Benefits and Termination Benefit for which approval is sought are as follows:

Description of benefit	Manner in which value can be calculated	Matters, events, and circumstances that will, or are likely to, affect the calculation of the value
Vesting of LTIP Rights under the LTIP due to an Accelerated Event.	The Company will calculate the value of this benefit as being equal to the value of the number of LTIP Rights that vest.	• the number of LTIP Rights that vest; • timing and circumstances of the Accelerated Event; • the portion of any relevant performance periods that have expired at the time of the Accelerated Event (if applicable); • the extent to which any relevant vesting conditions have been satisfied (if applicable); and • the market price of Shares on ASX at the time of the calculation.
Payment of Termination Benefit where Ms Di Pilla is entitled to receive a payment from the Company – on termination of office or employment.	The Company will calculate the value of this benefit as including up to 6 months' remuneration in lieu of notice of termination of office or employment.	• the amount Ms Di Pilla is entitled to receive from the Company by way of remuneration at the time of termination of office or employment; and • the time after the commencement of the financial year that notice is served terminating office or employment.

Voting Restrictions

The Company will disregard any votes cast on Resolution 11:

- by or on behalf of Ms Di Pilla or any of her associates; or
- as a proxy by any member of the KMP or their closely related parties, including directors, if their appointment does not specify the way in which the proxy is to vote.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 11:

- in accordance with the written directions on the proxy form; or
- by the Chair of the Meeting as undirected proxy and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 11 is connected directly or indirectly with the remuneration of a member of the KMP.

Directors' Recommendation

The Directors, other than Ms Di Pilla (who is interested in the outcome of the Resolution), recommend that Shareholders **vote in favour** of Resolution 11.

Sigma Healthcare

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Sigma Healthcare

ABN 15 088 417 403

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Sigma Healthcare Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

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

*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

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SAMPLE

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:00pm (Melbourne time) on Monday, 19 October 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE
https://au.investorcentre.mpms.mufg.com

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

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

(b) return both forms together.

SIGNING INSTRUCTIONS

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

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

Joint Holding: where the holding is in more than one name, either shareholder may sign.

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

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

CORPORATE REPRESENTATIVES

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

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

PROXY FORM

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

STEP 1

APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Melbourne time) on Wednesday, 21 October 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Auditorium, Centrepiece at Melbourne Park, Level 3, 100 Olympic Boulevard, Melbourne VIC 3004** or logging in online at **https://meetings.openbriefing.com/SIG26** (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 5, 6, 7, 8, 9, 10 and 11: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6, 7, 8, 9, 10 and 11, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of all items of business.

STEP 2

VOTING DIRECTIONS

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

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

Resolutions

		For	Against	Abstain*
1	Adoption of the Remuneration Report			
2	Re-election of Mr Michael Sammells			
3	Re-election of Mr Mario Verrocchi			
4	Re-election of Mr Damien Gance			
5	Grant of rights to Managing Director and Chief Executive Officer of Sigma under new 2026 Long Term Incentive Plan (LTIP)			
6	Grant of performance shares to Managing Director and Chief Executive Officer of Sigma under the Company's Short Term Incentive Equity Deferral Plan			
7	Potential retirement benefits to Managing Director and Chief Executive Officer of Sigma			
8	Grant of rights to the Chief Executive Officer – Retail under the Company's 2026 Long Term Incentive Plan (LTIP)			
9	Potential retirement benefits to the Chief Executive Officer – Retail			
10	Grant of rights to the Chief People Officer of Sigma under the Company's 2026 Long Term Incentive Plan (LTIP)			
11	Potential retirement benefits to the Chief People Officer of Sigma			

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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

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