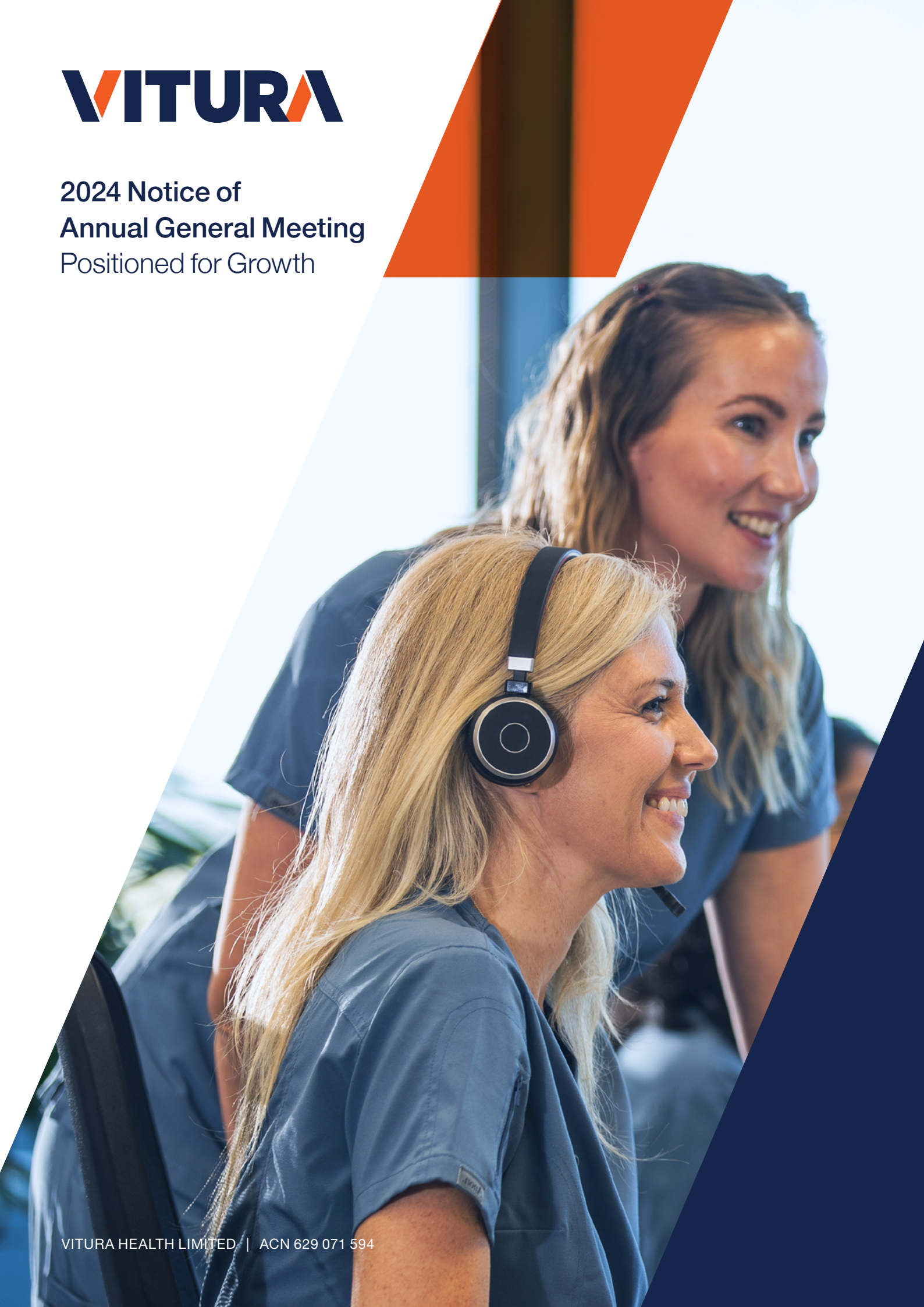




**2024 Notice of
Annual General Meeting**
Positioned for Growth



Notice of Annual General Meeting



Vitura Health Limited

ACN 629 071 594

Date: Wednesday, 27 November 2024

Time: 10.00 am (Queensland time)

Location: Hybrid meeting to be held at:

Sofitel Gold Coast Broadbeach, 81 Surf Parade, Broadbeach, Queensland 4218

and online at <https://meetnow.global/M5FCWV2>

Shareholders will be able to participate in the Meeting by:

- 1 voting prior to the Meeting by lodging the Proxy Form attached as Annexure A to this Notice of Meeting by no later than 10.00 am (Queensland time) on Monday, 25 November 2024;
- 2 submitting questions in advance of the Meeting by emailing the questions to the Company Secretary at companysecretary@vitura.com.au by no later than 10.00 am (Queensland time) on Monday, 25 November 2024;
- 3 attending the meeting:
 - (a) in person by registering their attendance by emailing the Company Secretary (with all relevant details including the Shareholders' name, address and either their SRN or HIN (as applicable)) at companysecretary@vitura.com.au by no later than 10.00 am (Queensland time) on Monday, 25 November 2024; or
 - (b) online by going to <https://meetnow.global/M5FCWV2> and entering their details when prompted; and
- 4 speaking and asking questions during the Meeting (details of participating in the Meeting online will be provided to Shareholders in a separate correspondence).

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THE DOCUMENT IN ITS ENTIRETY BEFORE YOU DECIDE WHETHER OR NOT TO VOTE IN FAVOUR OF THE RESOLUTIONS.

IF YOU ARE IN DOUBT AS TO WHAT YOU SHOULD DO, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER.

If you have recently sold all of your Shares, please disregard this Notice of Meeting.

Notice of Annual General Meeting



Notice is given that the 2024 Annual General Meeting of Shareholders of Vitura Health Limited (**Vitura** or **Company**) will be held by way of a hybrid meeting at 10.00 am (Queensland time) on Wednesday, 27 November 2024 at:

Sofitel Gold Coast Broadbeach, 81 Surf Parade, Broadbeach, Queensland 4218
and online at <https://meetnow.global/M5FCWV2> (**Meeting**).

The business to be considered at the Meeting is set out below. Information on the Resolutions to which the business relates is contained in the Explanatory Statement.

This Notice of Meeting should be read in conjunction with the Explanatory Statement.

The Notice of Meeting and Explanatory Statement are not investment advice. You should seek your own financial and professional advice before making any decision on how to vote on the Resolutions.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary contained at the end of the Explanatory Statement.

Agenda

CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

To receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2024.

** This item of business is for discussion only and is not a resolution.*

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the reports.

1 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report section of the Directors' Report for Vitura Health Limited for the year ended 30 June 2024 on the terms and conditions in the Explanatory Statement.

** Please note that section 250R(3) of the Corporations Act provides that the vote on this Resolution 1 is advisory only and does not bind the Directors or Vitura.*

A voting prohibition applies in relation to this Resolution.

Voting prohibition:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

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

Board recommendation: The Board has abstained from making a recommendation in relation to Resolution 1.

2 RESOLUTION 2 – ELECTION OF ROBERT IERVASI AS DIRECTOR

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

That, pursuant to and in accordance with Listing Rule 14.4, clause 40.2 of the Constitution and for all other purposes, Robert Iervasi, being an independent non-executive Director who was appointed as a Director by the Board on 12 February 2024 to fill a casual vacancy, whose appointment as a Director expires at this Annual General Meeting, being eligible is elected as a Director of the Company.

Board recommendation: The Board, excluding Mr. Iervasi, who abstains from making a recommendation given his personal interest in this Resolution, recommends Shareholders vote **FOR Resolution 2**.

3 RESOLUTION 3 – APPOINTMENT OF SHANE FRANCIS TANNER AS DIRECTOR

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

That, pursuant to and in accordance with clause 39.3 of the Constitution and for all other purposes, Shane Francis Tanner, being eligible, is appointed as a Director of the Company.

Board recommendation: The Board unanimously recommends Shareholders vote **FOR Resolution 3**.

4 RESOLUTION 4 – APPOINTMENT OF REBECCA JAYNE WILSON AS DIRECTOR

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

That, pursuant to and in accordance with clause 39.3 of the Constitution and for all other purposes, Rebecca Jayne Wilson, being eligible, is appointed as a Director of the Company.

Board recommendation: The Board unanimously recommends Shareholders vote **FOR Resolution 4**.

5 RESOLUTION 5 – APPOINTMENT OF GERARD PAUL FOGARTY AO AS DIRECTOR

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

That, pursuant to and in accordance with clause 39.3 of the Constitution and for all other purposes, Gerard Paul Fogarty AO, being eligible, is appointed as a Director of the Company.

Board recommendation: The Board unanimously recommends Shareholders vote **FOR Resolution 5**.

6 RESOLUTION 6 – APPOINTMENT OF DANIEL FRANCIS BIRCH AS DIRECTOR

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

That, pursuant to and in accordance with clause 39.3 of the Constitution and for all other purposes, Daniel Francis Birch, being eligible, is appointed as a Director of the Company.

Board recommendation: The Board unanimously recommends Shareholders vote **FOR Resolution 6**.

7 RESOLUTION 7 – APPROVAL OF AMENDED PLAN

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

That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the Company's amended employee incentive scheme known as the Equity Incentive Plan (Amended Plan), and the grant of Shares, Performance Rights and Options and the issue of the underlying Shares on exercise or conversion of such Options and Performance Rights under the Amended Plan over a period of up to three years from the date of the Meeting, on the terms and conditions in the Explanatory Statement.

A voting exclusion applies in relation to this Resolution.

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution by a person who is eligible to participate in the employee incentive scheme, or any Associates of those persons.

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

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

Board recommendation: The Board unanimously recommends Shareholders vote **FOR Resolution 7**. The Directors are not eligible to participate in the Amended Plan.

8 RESOLUTION 8 – SPILL RESOLUTION – CONDITIONAL RESOLUTION

Please note this resolution will only be voted upon if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Company's 2024 Remuneration Report. If less than 25% of the votes cast on Resolution 1 are cast against the adoption of the Company's 2024 Remuneration Report, then this Resolution 8 will be withdrawn by the Board after voting on Resolution 1 concludes and Resolution 8 will not be put to the vote of Shareholders.

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

*That, subject to and conditional on at least 25% of the votes validly cast on Resolution 1 (**Adoption of the Remuneration Report**) being cast against the adoption of the Remuneration Report for the year ended 30 June 2024:*

- (a) a general meeting of the Company (**Spill Meeting**) be held within 90 days after the passing of this resolution;
- (b) all of the directors of the Company in office at the time when the resolution to make the Directors' Report for the financial year ended 30 June 2024 was passed, cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

Voting prohibition:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Board recommendation: The Board unanimously recommends that Shareholders vote **AGAINST Resolution 8**.

By order of the Board



Robert Iervasi

Chair
Vitura Health Limited

This Notice of Meeting (including the Explanatory Statement) is dated 23 October 2024.

This document is important. The Explanatory Statement provides additional information on matters to be considered at the Meeting and forms part of the Notice of Meeting. You should read this document in its entirety before making a decision on how to vote on the Resolutions to be considered at the Meeting.

A Proxy Form for the Meeting is also attached as Annexure A to this Notice of Meeting. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

Interpretation

Capitalised terms used in the Notice of Meeting are defined in the Glossary at the end of the Explanatory Statement, or where the relevant term is first used.

All times referred to in this Notice of Meeting are references to the time in Queensland, Australia, unless otherwise stated.

Majorities required for the Resolutions to be passed

All Resolutions will be passed if more than 50% of the votes cast on the relevant Resolution (either in person, proxy, attorney or by corporate representative) are in favour of the relevant Resolution.

Entitlement to vote

Vitura has determined, in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, that the Shareholders entitled to attend and vote at the Meeting shall be those persons who are recorded on the register of members at 6.00 pm (Queensland time) on Monday, 25 November 2024. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Voting

You may participate in the Meeting (including voting on Resolutions) by:

- (a) attending the Meeting in person (noting that you will need to register your attendance in accordance with the instructions provided on the cover page); or
- (b) attending via the online virtual platform, in respect of which further details are set out below.

To vote at the Meeting virtually, login to the Meeting at <https://meetnow.global/M5FCWV2> at 10.00 am (Queensland time) on Wednesday, 27 November 2024.

Attending the Meeting online enables Shareholders to listen to the Meeting live, ask questions and cast votes on the Resolutions at the appropriate times whilst the Meeting is in progress, similarly to attending in person.

The votes on the Resolutions will be cast through a poll.

To vote by proxy, a completed Proxy Form must be delivered to and received by the Share Registry no later than 10.00 am (Queensland time) on Monday, 25 November 2024. More information in relation to proxies is provided below.

Proxies

The Shareholders are advised that:

- (a) each Shareholder entitled to vote at the Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder;
- (c) a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportional number is specified, each proxy may exercise half of the Shareholder's votes; and
- (d) a Shareholder may specify the way in which the proxy is to vote on the Resolutions or may allow the proxy to vote at its discretion. If the way in which a proxy is to vote on the Resolutions are specified by a Shareholder, the proxy may not vote on that Resolution except as specified by the Shareholder.

Voting of proxies

If you are not able to attend the Meeting, please complete and sign the Proxy Form attached as Annexure A to this Notice of Meeting as soon as possible in accordance with the instructions set out in that Proxy Form (aspects of which are summarised below).

To complete the Proxy Form, record your vote on the Proxy Form in relation to the each of the Resolutions to be considered at the Meeting as follows:

- (a) if you wish to approve the Resolution, place a cross (X) in the space provided under the word 'For' in respect of that Resolution;
- (b) if you do not wish to approve the Resolution, place a cross (X), in the space provided under the word 'Against' in respect of that Resolution; and
- (c) if you do not wish to vote in respect of the Resolution, place a cross (X) in the space provided under the word 'Abstain' in respect of that Resolution.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, at least 48 hours before the time for holding the Meeting (i.e., by no later than 10.00 am (Queensland time) on Monday, 25 November 2024):

- (a) by mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
- (b) by fax: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia.

You may instead elect to lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code at least 48 hours before the time for holding the Meeting (i.e. by no later than 10.00 am (Queensland time) on Monday, 25 November 2024).

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

A proxy may decide whether to vote on any motion, except where the proxy is required by law or under the Constitution of Vitura to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.

Voting by corporate representatives

Corporate Shareholders or proxies wishing to vote by corporate representative should obtain an appointment of corporate representative form from the Share Registry and complete and sign the form in accordance with the corporate Shareholder's constitution or by a duly authorised attorney. A form may also be obtained online by going to www.investorcentre.com/au and selecting "Printable Forms".

The corporate representative form and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be received before the start of the Meeting if the representative is to vote at the Meeting.

Vote through broker or nominees

If you hold your Shares through a broker or nominee holder, you should contact them as soon as possible to instruct them on how to vote on your behalf.

Scrutineer

The Share Registry (being Computershare Limited) will act as scrutineer for any polls that may be required at the Meeting.

How the Chair will vote undirected proxies

If you return your Proxy Form but do not nominate a proxy, the Chair will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the Meeting then your proxy will revert to the Chair and the Chair will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on an item of business or Resolutions, the proxy (including, if applicable, the Chair) may vote, or abstain from voting, as they think fit.

Except as prohibited by a voting exclusion or voting prohibition applicable in respect of a Resolution, if you appoint the Chair as your proxy (or if the Chair is appointed by default) and you do not direct the Chair how to vote on the Resolutions, the Chair will vote your proxy for Resolutions 1 to 7 and against Resolution 8, even if the Chair has an interest in the outcome of the Resolutions and votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest and even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where any Shareholders consider that they may suffer from connection issues or any computer or technical issues, those Shareholders are encouraged to lodge a proxy in accordance with the instructions above even if they plan to attend online.

Documents available

You can view or download an electronic version of this Notice of Meeting at Vitura's website at <https://www.vitura.com.au>.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the Glossary below.

1 GENERAL

1.1 Carefully read this document

Shareholders are being asked to consider, and if thought fit approve, the Resolutions set out in this Notice of Meeting. This document provides Shareholders with the information to assist them in deciding how to vote on the Resolutions to be considered at the Meeting. This information is important.

You should read this document carefully, and in its entirety, before making a decision as to how to vote at the Meeting.

1.2 Seek further information if required

If you have any queries about any matter contained in this document please contact Vitura for more information. Alternatively, seek independent professional advice on any aspects of which you are not certain.

1.3 Voting

Refer to the Notes section of the Notice of Meeting commencing on page 6 for information on how to vote on the Resolutions.

2 CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2024.

3 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

3.1 General

Resolution 1 seeks the approval of the Shareholders to adopt the Remuneration Report for the year ended 30 June 2024.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors, the Company Secretary and senior executives of Vitura Health Limited for the year ended 30 June 2024. The Remuneration Report can be found on pages 39 to 53 of the Company's 2024 Annual Report, which is available at its website at <https://vitura.com.au/investors>.

There will be a reasonable opportunity for the Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. A vote on this Resolution is advisory only and does not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of Vitura.

If a company's Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, a further resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days of that second annual general meeting) at which all directors (other than the managing director) who were in office at the date of approval of the director's report (i.e. at that second meeting) must stand for re-election. Shareholders will therefore be entitled (at that second meeting) to vote in favour of holding a further general meeting to re-elect the board if the Remuneration Report receives "2 strikes" in 2 consecutive years.

3.2 First strike at 2023 Annual General Meeting

The Company received a 'no' vote of more than 25% at the 2023 Annual General Meeting and so it therefore received a "first strike" at the 2023 Annual General Meeting. If a "second strike" was to occur at the 2024 Annual General Meeting then Shareholders will be requested (at this 2024 Annual General Meeting) to vote (pursuant to Resolution 8) on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill meeting" resolution under section 250V of the Corporations Act.

Following the "first strike" against the adoption of Vitura's FY2023 Remuneration Report at the Company's 2023 Annual General Meeting, Vitura acknowledged the concerns raised by its shareholders and is committed to addressing these concerns proactively. The Company undertook a comprehensive review of its remuneration policies and practices and implemented several key changes to enhance alignment with shareholder interests and industry standards. These adjustments include updating the executive remuneration framework with regard to performance metrics, reviewing the incentive policies to ensure they are aligned to the Company's agreed strategy and adjusting incentive structures and calculation methodologies to better reflect long-term Company performance. These changes were in part implemented in FY2024 and further improvements have been introduced in relation to the 2025 financial year.

Actions taken since 2023 AGM meeting

Vitura values shareholder feedback as one input to drive continuous improvement in its governance practices to ensure that remuneration arrangements support sustainable growth and deliver value to all shareholders. The actions taken by the Company in response to shareholder feedback in relation to its first strike at the 2023 AGM meeting are set out below.

The Company, through the Nomination and Remuneration Committee, has undertaken a thorough review of Vitura's remuneration framework. To inform this process, the Company has completed the following:

- **Obtained independent advice:** Vitura has engaged with independent consultants to advise on best practice in setting remuneration frameworks for the long-term elements of "at-risk" compensation.
- **Reviewed and revised its remuneration policies:** The Nomination and Remuneration Committee has:
 - compared executive compensation arrangements with industry standards to ensure it is competitive, yet reasonable;
 - undertaken a peer analysis of listed companies of a similar market capitalisation and/or commercial maturity to Vitura to compare remuneration levels and the balance of fixed and at-risk remuneration; and
 - ensured that performance metrics for bonuses and incentives are challenging, measurable and aligned with the Company's agreed strategy and shareholder interests.
- **Engaged with Shareholders:** The Chair has initiated a program of active engagement with shareholders, inviting feedback and areas for improvement.
- **Amended executive compensation structures:**
 - *Short-Term Incentives:* Robust Company-wide and individual key performance indicators (**KPIs**) have been aligned with shareholder interests through linkages to the Vitura strategy reset and the agreed financial budget for the 2025 financial year. These KPIs have been applied to all members of the Company's Executive Leadership Team (**ELT**) and their direct reports.
 - *Updated Performance Metrics and KPIs:* For personnel eligible to participate in the Short-Term Incentive Plan for FY2025, three common performance metrics will apply to all personnel, being achievement of EBITDA targets, revenue targets, and individual performance measures linked to Vitura's strategy reset. This achieves the objective of consistency, collective responsibility and alignment across all eligible personnel.
 - *Minimum performance level threshold:* A minimum performance level of EBITDA must be reached by the members of the ELT in order to receive any short-term incentive payment. This means that EBITDA acts as a gate to any entitlement to short-term incentive payment for all ELT members. This threshold is aligned to the targeted performance improvements disclosed in the Company's most recent investor presentation.

- *Transparency:* Individual performance targets for ELT and their direct reports have been approved and endorsed by the Nomination and Remuneration Committee and shared transparently between eligible personnel. This is designed to ensure all eligible personnel are working as a collective to meet the Company's objectives.
- *Forward planning and communication:* The short-term incentive plans and associated policies for the 2025 financial year were communicated to all eligible employees by the end of July 2024, enabling personnel to prioritise work efforts to meet the financial objectives of Vitura. Executives and senior leaders contributed to the strategy development as part of the strategic review undertaken by the Chair.
- *Long-Term Incentives:* Adjustments have been made to the long-term incentives offered to KMP, which going forward may include a combination of performance rights and options that are linked to share price increases and sustainable earnings per share, being two key metrics for delivering shareholder value.
- **Undertaken an operational reorganisation and strategy reset:** The strategy reset and organisational restructure are intended to enable greater financial accountability and a return to growth, both of which are aligned with shareholder interests.

Outcomes of actions taken

In respect of the year ended 30 June 2024, there have been several outcomes resulting from the actions taken in relation to the Company's remuneration approach, as outlined above. These outcomes includes:

- In considering Vitura's financial and operational performance for FY2024, the Board has exercised its discretion, where possible, to limit the variable portion of remuneration, such as short-term incentive awards, available for continuing members of the ELT and Senior Leadership Team (**SLT**).
- No salary increases were approved for members of the ELT and SLT in respect of the year ending 30 June 2025.
- The long-term incentives granted in FY2024 remain subject to challenging performance hurdles which must be met over the full three-year period to the end of FY2026.
- Robust and clear KPIs have been put in place, aligned with Vitura's strategy reset for ELT and SLT members, cascading to lower levels within the organisation, with three core performance metrics being EBITDA, revenue and KPIs linked to Vitura's strategy reset.
- A transparent and open communication plan aligning all eligible personnel to the goals and objectives of Vitura.
- The recruitment of a new CEO, announced on 27 August 2024, as well as a restructure of the ELT and SLT, to drive strong alignment between Company leaders and the strategy reset priorities.

With the abovementioned actions taken and outcomes of these actions introduced by the Nomination and Remuneration Committee during FY2024 and FY2025, and supported by an extensive change management program for eligible personnel, Vitura's Board is of the view that the organisation has addressed the feedback from shareholders and has introduced new remuneration policies and practices which are designed to enhance sustainable Company value and deliver on Vitura's strategic objectives.

A voting prohibition applies to this Resolution and is included in the Notice of Meeting.

3.3 Voting consequences

If this Resolution 1 receives a 'no' vote of more than 25% at this Meeting, then Resolution 8 will be put to Shareholders to determine whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill meeting" resolution under section 250V of the Corporations Act.

3.4 Board recommendation

The Board has abstained from making a recommendation in relation to Resolution 1.

4 RESOLUTION 2 – ELECTION OF ROBERT IERVASI

4.1 General

Resolution 2 seeks the approval of the Shareholders to elect Robert Iervasi as an Independent Non-Executive Director. Mr. Iervasi was appointed as Independent Chair and Non-Executive Director of Vitura on 12 February 2024. His qualifications and biography are included on page 25 of the Company’s 2024 Annual Report.

In accordance with Listing Rule 14.4 and clause 40.2 of the Constitution, a director appointed to fill a casual vacancy on the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Accordingly, Mr. Iervasi, being eligible, submits himself for election as a Director. Details of Mr. Iervasi’s background and experience are set out below and on page 25 of the Company’s 2024 Annual Report.

Robert Iervasi, Independent Non-Executive Director	
Qualifications, experience and skills	BCom (Hons) (Monash), LLB (Hons) (Monash), GAICD
Other current directorships	Luv-a-Duck Pty Ltd (Chair) Charters Papers Pty Ltd (Executive Chair) SPC Global Pty Ltd (Non-Executive Director)
Independence	Mr. Iervasi is an independent Director
Special responsibilities	Member – Audit and Risk Committee

4.2 Board recommendation

The Board, excluding Mr. Iervasi, who abstains from making a recommendation given his personal interest in this Resolution, recommends that Shareholders vote **FOR Resolution 2**.

5 RESOLUTIONS 3 TO 6 – PROPOSED CHANGES TO THE BOARD

As announced to ASX on 23 October 2024, three existing Directors of the Company, Jenelle Frewen, Guy Headley and Dr. Marcia Walker (**Resigning Directors**), have agreed to resign as Directors of the Company effective from the close of this Meeting. Accordingly, the Board has nominated Shane Tanner, Rebecca Wilson, Gerard Fogarty AO and Daniel Birch to be appointed as new Directors of the Company effective from the close of this Meeting (**Proposed Directors**).

The Company’s Nomination and Remuneration Committee prepared a skills matrix of the Proposed Directors, to review the range of skills, experience and expertise on the proposed Board, and to identify any gaps it may have. A number of channels were used in the selection process to source candidates to ensure the Company benefits from a diverse range of individuals. The Board skills matrix captures Board competencies related to governance, industry and operational experience, tenure, diversity, environmental and social topics, required of its Directors for it to operate effectively and efficiently. The Nomination and Remuneration Committee and the Board is of the view that the four Proposed Directors, if appointed, together with Robert Iervasi, if re-elected, provide the necessary skills and experience required to satisfy the Company’s Board skills matrix that will assist Vitura in realising its strategic goals.

The Board has conducted appropriate checks into each Proposed Director’s background and experience. Please see sections 6.1, 7.1, 8.1, 9.1 of this Explanatory Statement for further information in relation to each of the Proposed Directors.

6 RESOLUTION 3 – APPOINTMENT OF SHANE FRANCIS TANNER

6.1 General

Please refer to section 5 of this Explanatory Statement for background information in relation to the proposed changes to the Board.

Resolution 3 seeks the approval of the Shareholders to appoint Shane Francis Tanner as a Non-Executive Director of the Company. Mr. Tanner was formerly appointed Independent Chair and Non-Executive Director of Vitura on 9 October 2018 and he served in these roles until 11 April 2022.

In accordance with clause 39.3 of the Constitution, the Company may appoint a person as a Director by resolution passed in general meeting. A Director appointed at a general meeting is taken to have been appointed with effect from immediately after the end of that general meeting.

Accordingly, Mr. Tanner, being eligible, is nominated by the Board for appointment as a Director effective from the close of this Meeting. Details of Mr. Tanner’s background and experience are set out below.

Shane Francis Tanner, Independent Non-Executive Director	
Qualifications, experience and skills	<p>Dip Bus (RMIT), Grad Dip Bus (Swinburne), FCPA, ACIS, MAICD</p> <p>Shane Tanner is an experienced and driven Executive and Director with a proven track record over many years of successfully operating in multiple industries and markets. Shane was formerly CFO of an ASX Top 25 company (Mayne Nickless Limited (ASX: MAY)), as well as the inaugural CEO of Symbion Health (formerly known as Mayne Nickless Diagnostic Services). He also played a significant role in the float of Optus Communications.</p> <p>Over the past 20 years, Shane has been involved with multiple successful IPO’s (including Vitura in November 2019) and many large-scale mergers and acquisitions. He has served as either the Chair or Non-Executive Director on more than ten public company boards and many other private companies.</p> <p>Following the recent successful merger of both Paragon Care Limited (ASX: PGC) and pharmaceutical giant, CH2 (with combined annual sales of \$3.3 billion), he now has freed up sufficient time to return to the Board of Vitura and to assist the Company in re-establishing its leading presence in the Australian healthcare market.</p>
Other current directorships	<p>Lokaway Pty Ltd (Chair)</p> <p>GeoRoc International Inc. (Chair)</p> <p>Gravitas Technologies Pty Ltd (Chair)</p>
Independence	Mr. Tanner will be an independent Director
Special responsibilities	Chair – Audit and Risk Committee

6.2 Board recommendation

The Board unanimously recommends that Shareholders vote **FOR Resolution 3**.

7 RESOLUTION 4 – APPOINTMENT OF REBECCA JAYNE WILSON

7.1 General

Please refer to section 5 of this Explanatory Statement for background information in relation to the proposed changes to the Board.

Resolution 4 seeks the approval of the Shareholders to appoint Rebecca Jayne Wilson as a Non-Executive Director of the Company.

In accordance with clause 39.3 of the Constitution, the Company may appoint a person as a Director by resolution passed in general meeting. A Director appointed at a general meeting is taken to have been appointed with effect from immediately after the end of that general meeting.

Accordingly, Ms. Wilson, being eligible, is nominated by the Board for appointment as a Director effective from the close of this Meeting. Details of Ms. Wilson’s background and experience are set out below.

Rebecca Jayne Wilson , Independent Non-Executive Director	
Qualifications, experience and skills	<p>BA (Deakin), Grad Cert Applied Finance & Investment (Kaplan), GAICD</p> <p>Rebecca Wilson is an experienced company director with private, ASX-listed and not-for-profit organisations. She is currently the Non-Executive Chair of global healthcare technology company, Alcidion Limited (ASX: ALC), and Ai-enabled technology platform LBT Innovations (ASX: LBT), and a Non-Executive Director of ASX listed enterprise technology company Hansen Technologies (ASX: HSN), and not-for-profit Tomisich Foundation.</p> <p>In an executive career spanning 25 years, she held global leadership roles in marketing communication, brand positioning, investor relations, capital management, and corporate affairs. She has deep expertise in ESG, complex stakeholder communication, brand awareness, issues, crisis and risk management, transactions, and investor relations. Rebecca is industry agnostic, having worked with multinational and growth companies in technology, healthcare, retail and FMCG, and professional services.</p> <p>She has deep experience leading companies in important commercial activation phases working with CEOs as both an advisor and Non-Executive Director to develop and execute effective business strategy that supports accelerated and sustained growth. She’s worked as a NED since 2017, including Committee representation on Remuneration and Nominations (including as Chair), M&A, ESG, and Audit and Risk. In addition to her non-executive boards, she continues to provide consulting services to boards and executive management teams.</p>
Other current directorships	<p>Alcidion Limited (ASX: ALC) (Non-Executive Chair)</p> <p>LBT Innovations Limited (ASX: LBT) (Non-Executive Chair)</p> <p>Hansen Technologies (ASX: HSN) (Non-Executive Director)</p> <p>Tomisich Foundation (Non-Executive Director)</p>
Independence	Ms. Wilson will be an independent Director
Special responsibilities	Chair – Nomination and Remuneration Committee

7.2 Board recommendation

The Board unanimously recommends that Shareholders vote **FOR Resolution 4**.

8 RESOLUTION 5 – APPOINTMENT OF GERARD PAUL FOGARTY AO

8.1 General

Please refer to section 5 of this Explanatory Statement for background information in relation to the proposed changes to the Board.

Resolution 5 seeks the approval of the Shareholders to appoint Gerard Paul Fogarty AO as a Non-Executive Director of the Company.

In accordance with clause 39.3 of the Constitution, the Company may appoint a person as a Director by resolution passed in general meeting. A Director appointed at a general meeting is taken to have been appointed with effect from immediately after the end of that general meeting.

Accordingly, Mr. Fogarty, being eligible, is nominated by the Board for appointment as a Director effective from the close of this Meeting. Details of Mr. Fogarty’s background and experience are set out below.

Gerard Paul Fogarty AO, Independent Non-Executive Director	
Qualifications, experience and skills	<p>BBus (South Australia), MBA (New England), Grad Cert Mgmt (Australian Army), Master of Strategic Studies (US Army)</p> <p>Gerard Fogarty is an experienced non-executive director and CEO. His board and executive roles have encompassed a variety of sectors, including national security, industrial relations regulation, work health and safety regulation, compensation and rehabilitation regulation, medical research, human performance research and health insurance. His background spans diverse entities, including statutory authorities, joint ventures, industry bodies, not-for-profits and advisory boards.</p> <p>His career has been biased towards high trust, value-based enterprises. Gerard’s core expertise encompasses driving growth through strategy development and delivery, strong financial and governance disciplines, and building highly successful leadership teams and cultures. Gerard is a proven director and chairman, with skills in influencing, active listening, communication, negotiation, constructive challenge, creative thinking, problem solving and consensus building. He is an engaging, inspirational leader having honed his leadership skills in the most demanding of operational environments with the Australian Defence Force. He is a collaborative, results oriented leader and team player with strong skills in strategy, organisational culture, risk management, financial analysis, stakeholder management and governance.</p> <p>Gerard has performed under a variety of regulatory regimes including APRA. He was most recently a highly successful CEO of a private health insurer, leading it to repeated national customer satisfaction and employer of choice awards.</p>
Other current directorships	<p>People and Culture Committee, Civil Aviation Safety Authority (Member)</p> <p>Defence Force Remuneration Tribunal (Military Member)</p>
Independence	Mr. Fogarty will be an independent Director
Special responsibilities	Member – Nomination and Remuneration Committee

8.2 Board recommendation

The Board unanimously recommends that Shareholders vote **FOR Resolution 5**.

9 RESOLUTION 6 – APPOINTMENT OF DANIEL FRANCIS BIRCH

9.1 General

Please refer to section 5 of this Explanatory Statement for background information in relation to the proposed changes to the Board.

Resolution 6 seeks the approval of the Shareholders to appoint Daniel Francis Birch as a Non-Executive Director of the Company.

In accordance with clause 39.3 of the Constitution, the Company may appoint a person as a Director by resolution passed in general meeting. A Director appointed at a general meeting is taken to have been appointed with effect from immediately after the end of that general meeting.

Accordingly, Mr. Birch, being eligible, is nominated by the Board for appointment as a Director effective from the close of this Meeting. Details of Mr. Birch’s background and experience are set out below.

Daniel Francis Birch, Independent Non-Executive Director	
Qualifications, experience and skills	<p>LLB (Griffith), BIntlBus (Griffith), GDLP (Griffith)</p> <p>Daniel Birch is an accomplished and commercially astute Lawyer with nearly 20 years’ experience advising clients across a wide range of industries. He is a skilled and strategic advisor with extensive knowledge and experience in providing informed and solution driven guidance.</p> <p>He brings considerable and highly relevant legal experience and commercial acumen in the Medicinal Cannabis and scheduled drug industries that would add value to Vitura as it navigates complex issues and effective engagements leading to overall organisational success. His experience and skills will be able to contribute to Vitura reaching its corporate objectives.</p>
Other current directorships	None
Independence	Mr. Birch will be an independent Director
Special responsibilities	<p>Member – Audit and Risk Committee</p> <p>Member – Nomination and Remuneration Committee</p>

9.2 Board recommendation

The Board unanimously recommends that Shareholders vote **FOR Resolution 6**.

10 RESOLUTION 7 – APPROVAL OF AMENDED PLAN

10.1 General

The Company has operated its existing employee incentive scheme titled “Equity Incentive Plan” (which was last approved by Shareholders of the Company on 15 December 2021) since the listing of the Company on ASX in November 2019 (**Old Plan**). The Company now seeks Shareholder approval for the adoption of the Company’s amended employee incentive scheme titled “Equity Incentive Plan” (**Amended Plan**).

The Company’s employee incentive scheme has been updated to reflect changes to the legislative regime surrounding employee share schemes, specifically, the *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth) (**ESS Act**) which introduced the new Division 1A of Part 7.12 of the Corporations Act. The ESS Act, which took effect from 1 October 2022, significantly decreases red tape for companies looking to attract,

retain or reward employees through offers to participate in an employee share scheme. Specifically, the ESS Act makes it easier for companies and registered schemes to access 'regulatory relief' from the Corporations Act's securities disclosure / prospectus requirements, licensing, advertising, anti-hawking and on-sale regulatory requirements which would otherwise apply when making offers of interests under an ESS.

Resolution 7 seeks Shareholder approval for the purposes of exception 13(b) of Listing Rule 7.2 for the adoption of the Amended Plan and to enable the grant of Shares, Performance Rights and Options and the issue of the underlying Shares on exercise or conversion of such Options and Performance Rights under the Amended Plan to eligible Employees to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which Resolution 7 is passed.

A summary of the terms of the Amended Plan, to be adopted pursuant to Resolution 7, is set out in Schedule 1 to this Notice.

Similar to the Old Plan, a key purpose of the Amended Plan is to give eligible Employees an opportunity to subscribe for securities in Vitura in lieu of salary or fees, allowing Vitura to retain cash reserves. The Board also believes that grants made under the Amended Plan will provide a powerful tool to underpin the Company's employment, engagement and retention strategies, and that the Amended Plan will:

- enable the Company to incentivise and retain existing Key Management Personnel and other Employees needed to achieve the Company's business objectives;
- enable the Company to recruit, incentivise and retain additional key management personnel, and other Employees, needed to achieve the Company's business objectives;
- link the reward of key staff with the achievement of strategic goals and the long term performance of the Company;
- align the financial interests of Employees with those of Shareholders; and
- provide incentives to Employees to focus on achieving individual and Company performance that creates Shareholder value.

If Resolution 7 is passed, any securities issued under the Amended Plan in the three years from the date on which Resolution 7 is passed will be excluded when calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, any securities issued under the Amended Plan will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

10.2 Listing Rule 7.1 and exception 13(b) of Listing Rule 7.2

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of its shareholders, issue or agree to issue during any 12-month period any Equity Securities, (including Options, Performance Rights and Shares), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Exception 13(b) of Listing Rule 7.2 provides an exception to Listing Rule 7.1. The effect of Shareholder approval under this exception is that any issues of Securities under the Amended Plan are treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1. Approval under exception 13(b) of Listing Rule 7.2 lasts for a period of three years.

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

10.3 Specific information required by Listing Rule 7.2

In accordance with exception 13(b) of Listing Rule 7.2, the following information is provided in relation to Resolution 7.

Summary of the terms of the scheme	A summary of the terms of the Amended Plan is set out in Schedule 1 to this Notice												
The number of securities issued under the scheme since the date of last approval under exception 13(b) of Listing Rule 7.2	The Company has issued the following securities under the Old Plan since it was last approved by Shareholders on 15 December 2021: <table border="1" data-bbox="576 584 1453 831"> <thead> <tr> <th>Issue date</th> <th>Security</th> <th>Number of securities</th> </tr> </thead> <tbody> <tr> <td>16 December 2021</td> <td>Performance Rights</td> <td>8,608,696</td> </tr> <tr> <td>16 December 2021</td> <td>Options</td> <td>22,500,000</td> </tr> <tr> <td>15 December 2023</td> <td>Performance rights</td> <td>4,477,058</td> </tr> </tbody> </table> The Company has not issued any securities under the Amended Plan (being the subject of Resolution 7).	Issue date	Security	Number of securities	16 December 2021	Performance Rights	8,608,696	16 December 2021	Options	22,500,000	15 December 2023	Performance rights	4,477,058
Issue date	Security	Number of securities											
16 December 2021	Performance Rights	8,608,696											
16 December 2021	Options	22,500,000											
15 December 2023	Performance rights	4,477,058											
Maximum number of securities proposed to be issued under the scheme following the approval	The maximum number of securities proposed to be issued under and for the purposes of exception 13(b) under the Amended Plan following Shareholder approval is 28,793,689 securities, being 5% of the Company's current issued capital in accordance with the issue cap under the Corporations Act.												
Voting exclusion statement	A voting exclusion statement is included in this Notice for Resolution 7												

10.4 Board recommendation

The Board unanimously recommends Shareholders vote **FOR Resolution 7**. The Directors are not eligible to participate in the Amended Plan.

11 RESOLUTION 8 – SPILL RESOLUTION - CONDITIONAL RESOLUTION

11.1 General Information (Conditional Item)

The Corporations Act includes a “two-strike” rule in relation to remuneration reports. The two-strike rule provides that if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive AGMs are against adopting the remuneration report, Shareholders will have the opportunity to vote on a spill resolution (described below) at the second AGM.

At last year's AGM, at least 25% of the votes cast on the resolution to adopt the Remuneration Report for the year ended 30 June 2023 were against adopting the report (the **first strike**). Accordingly, if at least 25% of the votes cast on Resolution 1 at the 2024 Annual General Meeting are against adopting the Remuneration Report for the year ended 30 June 2024, this will constitute a “second strike” and Resolution 8 will be put to the meeting and voted on as required by section 250V of the Corporations Act (the **Spill Resolution**).

If **less than 25%** of the votes cast on Resolution 1 are against adopting the 2024 Remuneration Report, then there will be no second strike and the Spill Resolution will not be put to the meeting.

If the Spill Resolution is put to the meeting, it will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of Shareholders entitled to vote on the resolution.

If the Spill Resolution is passed, a further general meeting (**Spill Meeting**) must be held within 90 days after the 2024 Annual General Meeting and, the Directors who were in office when the Board approved the last Directors' Report, to the extent they hold office as Directors of the Company on the date of the Spill Meeting, will cease to hold office immediately before the end of the Spill Meeting.

As described in section 5 of this Explanatory Statement, three of the existing Directors of the Company, Jenelle Frewen, Guy Headley and Dr. Marcia Walker, have agreed to resign as Directors of the Company effective from the close of this Meeting and it is proposed that the Board will be reconstituted (subject to receiving the requisite Shareholder approvals at this Meeting). Accordingly, the Resigning Directors will no longer hold office on the date of the Spill Meeting (if held). At the Spill Meeting, the remaining Director, Robert Iervasi, will cease to hold office immediately before the end of the Spill Meeting.

The Spill Meeting would consider the election or re-election of directors, and Robert Iervasi would be eligible to seek re-election.

It is proposed that any vote would be conducted by a poll. Such a process results in each Shareholder having one vote for each share held and in respect of which a vote is cast (subject to the voting exclusions).

The Board recommends that Shareholders consider the following factors when making a decision on how to vote on any Spill Resolution put to the Annual General Meeting:

- the substantial additional expense which holding a Spill Meeting would cause;
- the Board's view that the proposed Board consisting of Robert Iervasi and the Proposed Directors has the right mix of skills and experience;
- the disruption to the Company which would be caused by changes to the Board composition; and
- Vitura's response to the "first strike" received at the 2023 Annual General Meeting, which is set out in section 3.2 of this Explanatory Statement and in the Company's Remuneration Report on pages 39 to 53 of the Company's 2024 Annual Report.

If Resolution 8 is put to shareholders at the AGM and you do not want a Spill Meeting to be held, you should vote "against" the resolution. If you want a Spill Meeting to be held, you should vote "for" the resolution.

A voting prohibition applies to this Resolution and is included in the Notice of Meeting.

11.2 Voting consequences

If this Resolution 8 is put to Shareholders and is passed, a Spill Meeting will be held within 90 days of this Meeting and Robert Iervasi will cease to hold office immediately before the end of the Spill Meeting. Robert Iervasi would be eligible to stand for re-election at the Spill Meeting.

11.3 Board recommendation

The Board unanimously recommends Shareholders vote **AGAINST Resolution 8**.

Unless the context otherwise requires, the singular includes the plural and vice versa, and the following terms will have the following meaning:

Amended Plan has the meaning given to that term in section 10.1 of the Explanatory Statement.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it by the Listing Rules.

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

Board means the board of Directors of Vitura Health Limited at the date of this Notice of Meeting.

Chair means the Chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Constitution means Vitura's constitution.

Corporations Act means the *Corporations Act 2001* (Cth), as amended from time to time.

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

Director means a director of Vitura.

Equity Securities has the meaning given to it by the Listing Rules.

Explanatory Statement means the explanatory statement enclosed with the Notice of Meeting.

HIN means Holder Identification Number.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.

Listing Rules means the official listing rules of ASX.

Meeting means the 2024 Annual General Meeting of the Shareholders of Vitura to which this Notice of Meeting relates.

Notice of Meeting means this notice of annual general meeting and explanatory statement.

Old Plan has the meaning given to that term in section 10.1 of the Explanatory Statement.

Option means an option to acquire a Share issued under the Old Plan or to be issued under the Amended Plan, as the context requires.

Performance Right means a performance right issued under the Old Plan or to be issued under the Amended Plan, as the context requires.

Proxy Form means the proxy form that accompanies the Notice of Meeting.

Resolutions means the resolutions that are set out and explained in the Notice of Meeting.

Remuneration Report means the Remuneration Report section of the Directors' Report for Vitura Health Limited for the year ended 30 June 2024.

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

Share Registry means Computershare Limited.

Shareholder means a holder of one or more Shares.

SRN means Shareholder Reference Number.

Vitura or **Company** means Vitura Health Limited ACN 629 071 594.

Schedule 1 - Summary of the terms of the Amended Plan

Item	Detail
Invitation	The Board may, from time to time, in its absolute discretion, operate the Amended Plan and invite Employees to participate in the Amended Plan.
Awards	<p>The Board may grant Performance Rights, Options and/or restricted Shares (collectively, Awards) under the Amended Plan. Subject to terms and conditions of the individual offers determined by the Board and the rules of the Amended Plan:</p> <ul style="list-style-type: none"> • a Performance Right is a right under the Amended Plan to be issued one or more Shares; • an Option is an option granted under the Amended Plan to subscribe for, acquire and/or be allocated (as determined by the Board in its sole and absolute discretion) one Share; and • a restricted Share is a Share granted under the Amended Plan that is subject to dealing restrictions until vesting.
Participants	<p>Participants in the Amended Plan may be Employees or ‘Related Persons’ of Employees (where Awards are issued to that Related Person as nominee of the Employee in accordance with the rules of the Amended Plan).</p> <p>A Related Person may be, subject to the Corporations Act:</p> <ul style="list-style-type: none"> • a spouse, parent, child or sibling of an Employee; • another body corporate controlled by the Employee or a person mentioned in paragraph (a) above; • a body corporate that is the trustee of a self-managed superannuation fund (within the meaning of the <i>Superannuation Industry (Supervision) Act 1993</i> (Cth)) where the Employee is a director of the body corporate; or • any other person deemed a ‘Related Person’ by the Board.
Terms of participation	<p>Participants are deemed to have agreed to be bound by:</p> <ul style="list-style-type: none"> • the rules of the Amended Plan; • the terms of the invitation letter received from Vitura; • the Constitution; and • the trading policy that applies to Vitura from time to time in respect of the Shares and any other relevant Vitura policies.
Title	Unless the Board determines otherwise, a grant of Awards is personal to each participant and cannot be transferred to other persons or entities without the written consent of the Board.
Entitlements	<p>For each Performance Right or Option allocated, a participant shall not be entitled to vote, receive dividends or distributions, or have any other rights of a Shareholder in respect of that Award until the underlying Shares are allocated to the participant following vesting and, if applicable, exercise of the Options.</p> <p>For each restricted Share allocated, a participant shall be entitled to vote, receive dividends or distributions, and have any other rights of an ordinary Shareholder in respect of the Shares.</p>

Schedule 1 - Summary of the terms of the Amended Plan

Item	Detail
<p>Issue cap</p>	<p>An invitation to an Employee to acquire Awards in respect of which monetary consideration is payable (either upfront, or at any future stage, for the grant, issue or transfer of Awards or the conversion or exercise of Awards) may only be made under the Amended Plan if the Company reasonably believes that:</p> <ul style="list-style-type: none"> • the total number of Shares that may be issued comprising the Awards (including upon exercise or conversion of Options or Performance Rights); and • the total number of Shares that have been issued, or may be issued, comprising: <ul style="list-style-type: none"> • Awards (including upon exercise or conversion of Options or Performance Rights) issued, or which may be issued, under invitations that were made in connection with the Amended Plan; and • ESS Interests (as defined in the Corporations Act) (including upon exercise or conversion of ESS Interests) issued, or which may be issued, under offers that were made in connection with any employee share scheme other than the Amended Plan, <p>(in aggregate, and whether offered for monetary consideration or no monetary consideration) during the previous three (3) years ending on the day the proposed invitation is made,</p> <p>does not exceed 5% of the total number of Shares on issue as at the start of the day on which the proposed invitation is made (or if the Constitution specifies an issue cap percentage for the purposes of section 1100V(2)(a) of the Corporations Act, that percentage).</p>
<p>Lapse</p>	<p>Unvested Awards will lapse in whole or in part upon the earliest of:</p> <ul style="list-style-type: none"> • the date specified in the invitation letter, or if no date is specified, 10 years after the Award was granted to the participant; • a circumstance or event described in the Amended Plan rules or the invitation letter that has the effect of lapsing an Award; or • any condition imposed under the Amended Plan rules or an invitation letter not being satisfied.
<p>Vesting</p>	<p>The Board will determine the extent to which Awards vest and the date that the Awards will vest. In making a determination, the Board will, to the extent relevant to the award:</p> <ul style="list-style-type: none"> • test or measure any applicable conditions and determine the extent to which the conditions have been satisfied and Awards vest; and • determine whether any dealing restrictions apply following vesting of Awards.

Schedule 1 - Summary of the terms of the Amended Plan

Item	Detail
Variation of capital	<p>If there is a variation of capital event, the Board in its absolute discretion may adjust:</p> <ul style="list-style-type: none">• the number of Performance Rights or Options to which a Participant is entitled (including granting or lapsing Performance Rights or Options);• the exercise price of Performance Rights or Options; and/or• the amount payable for the acquisition of a Performance Right or Option. <p>It is intended that the Board would exercise its discretion to ensure that participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.</p> <p>If new Performance Rights or Options are granted as part of such an adjustment, or Shares are allocated to a participant with respect to Restricted Shares as a result of a variation of capital, such Awards will, unless the Board determines otherwise, be subject to the same terms and conditions as the original Awards, including without limitation, any condition.</p> <p>If there is a reorganisation of capital, the rights of each participant who has been allocated Awards will be adjusted in the manner required by the Listing Rules applying at the time of the reorganisation.</p> <p>If there is a pro-rata issue or bonus issue of new Shares to Shareholders:</p> <ul style="list-style-type: none">• each participant who has been allocated Shares will participate in the issue in the same manner as Shareholders;• each participant who has been allocated Performance Rights or Options may not participate in the new issue unless those Awards have vested and, if applicable, been exercised in accordance with the Amended Plan's rules; and• the exercise price, or number of Shares over which the Performance Rights or Options may vest or may be exercised, as applicable, will, in the case of a pro-rata issue, be adjusted in accordance with Listing Rule 6.22.2 (or any replacement rule) and, in the case of a bonus issue, be adjusted in accordance with Listing Rule 6.22.3 (or any replacement rule).
Change of control	<p>If a change of control event occurs, the Board may determine in its absolute discretion the treatment of a participant's Awards and the timing of such treatment. If the Board does not exercise its discretion, a pro-rata number of each participant's unvested Awards will vest (based on the proportion of the period that has elapsed at the time of the change of control). Where a participant holds a vested Award at the date of the change of control:</p> <ul style="list-style-type: none">• for each vested Performance Right or Option requiring exercise, the participant will have 30 days from the date of the change of control, or such other period as the Board determines, in which to exercise their Award. Any Awards not exercised within this period will lapse;• for each vested Performance Right that is automatically exercised, the Company will have 30 days, or such other period as the Board determines, from the date of the change of control, in which to settle the vested Performance Right; and• for each vested restricted Share, the Company shall have the disposal restrictions lifted within 30 days from the date of the change of control, or such other period as the Board determines.

Schedule 1 - Summary of the terms of the Amended Plan

Item	Detail
Ceasing employment	<p>If a participant ceases to be an Employee by reason of termination for cause (including gross misconduct), all Awards (whether vested or unvested) will lapse immediately, unless determined otherwise by the Board. Upon an Employee's resignation or death, unless determined otherwise by the Board, any unvested Awards in respect of that Employee will lapse immediately, while vested Awards that require exercise will lapse if the participant does not exercise the Award within 60 days (or such greater period determined by the Board in its sole discretion in respect of some or all of those Awards) of ceasing employment.</p>
Variation or clawback of Awards	<p>The Board may vary the number of unvested Awards downwards (including to nil) if, in the Board's discretion, one of the following circumstances has occurred or is likely to occur:</p> <ul style="list-style-type: none">• fraud, dishonest or gross misconduct in relation to the affairs of the group or any group company;• material non-compliance or misstatement with any financial report requirement of the group or any group company;• breach of any obligation to the group or any group company, including compliance with any applicable policy, <p>and if the role, conduct, capability or performance of the participant in respect of one of the circumstances justifies the variation.</p>
Other terms	<ul style="list-style-type: none">• Notwithstanding any provision in the Amended Plan or an Invitation Letter, no Award or Shares may be granted, issued, allocated, acquired, transferred or otherwise dealt with under the Amended Plan if doing so would contravene the Constitution, the Corporations Act, Listing Rules, or any other applicable law or require the Company or a group company to pay, provide or procure the payment or provision of money or benefits which would require Shareholder approval under Part 2D.2, Division 2 of the Corporations Act, unless Shareholder approval has been obtained.• The Amended Plan also contains customary and usual terms for dealing with administration, variation, suspension and termination of the Amended Plan.



Vitura Health Limited
ABN 59 629 071 594

VIT

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Need assistance?



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1300 850 505 (within Australia)
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Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10.00 am (Queensland time) Monday, 25 November 2024.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Vitura Health Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Vitura Health Limited to be held at Sofitel Gold Coast Broadbeach, 81 Surf Parade, Broadbeach, Queensland 4218 on Wednesday, 27 November 2024 at 10.00 am (Queensland time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

The Chair of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 8 where the Chair of the Meeting intends to vote against.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	Board Recommendations	For	Against	Abstain
1 Adoption of the Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Robert Iervasi as Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Shane Francis Tanner as Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Rebecca Jayne Wilson as Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of Gerard Paul Fogarty AO as Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Appointment of Daniel Francis Birch as Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Amended Plan	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Spill Resolution - Conditional Resolution	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 8 where the Chair of the Meeting intends to vote **against**. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

