



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Updated as at June 2023

Please do not amend or delete individual rows. As this template relates to prescribed content, changes to content should only be made where it is clearly indicated that this is permitted, otherwise, if an Issuer considers a particular element does not apply, mark the row as N/A. Any other changes to this prescribed form must first be approved by NZX as required under NZX Listing Rule 3.26.1.

Section 1: Issuer information	
Name of issuer	Promisia Healthcare Limited
NZX ticker code	PHL
Class of financial product	Unquoted Convertible Notes
ISIN (If unknown, check on NZX website)	N/A
Currency	NZD
Section 2: Capital change details	
Number issued	6,000,000
Nominal value (if any)	\$6,000,000
Issue price per security	\$1.00
Nature of the payment (for example, cash or other consideration)	The Unquoted Convertible Notes (Notes) are being issued in part payment of the purchase price under the Sale and Purchase Agreement with Rivercrest Cromwell Limited for the acquisition of Golden View Lifestyle Village dated 24 April 2024 (SPA).
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	100%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	Conversion: The Notes can convert into ordinary shares in PHL (Shares) at the discretion of the noteholder from the date of the issue of the Notes (Grant Date) on the following terms: <ul style="list-style-type: none">Tranche 1 (2.5 million notes): at any time before the one-year anniversary date of the Grant Date.Tranche 2 (3.5 million notes): at any time before the four-year anniversary of the Grant Date. Conversion Price: \$0.001 per share. Ranking: The Shares in PHL issued on the conversion of the Notes will rank equally in all

¹ The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

	<p>respects with all other Shares in PHL quoted on the NZX Main Board.</p> <p>Maturity Date:</p> <ul style="list-style-type: none"> • Tranche 1: 28 August 2025. • Tranche 2: 28 August 2028. <p>Any Notes not converted prior to the respective Maturity Date will be redeemed by PHL at the Issue Price and those Notes will be cancelled and of no further effect.</p>
Reason for issue and specific authority for issue (the reason for change must be identified here)	Partial consideration under the SPA. Authorised by Board resolution of PHL and approved by shareholders under Listing Rule 4.2.1.
Total number of Financial Products of the Class after the issue (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	6,000,000
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Authorised by Board resolution of PHL and approved by shareholders under Listing Rule 4.2.1.
Terms or details of the issue (for example: restrictions, escrow arrangements)	As set out above and as otherwise provided in the convertible note agreement constituting the Notes.
Date of issue/acquisition/redemption ²	30/08/2024
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Francisco Rodriguez Ferrere
Contact person for this announcement	Francisco Rodriguez Ferrere
Contact phone number	021 245 1801
Contact email address	info@promisia.co.nz
Date of release through MAP	30/08/2024

² Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).