



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Updated as at February 2025

Section 1: Issuer information	
Name of issuer	Promisia Healthcare Limited
NZX ticker code	PHL
Class of financial product	Unquoted Restricted Share Units (RSUs)
ISIN (If unknown, check on NZX website)	N/A
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	750,000 RSUs
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	RSUs were granted to senior executives of PHL for nil cash consideration.
Nature of the payment (for example, cash or other consideration)	Non-cash consideration is provided in the form of services rendered by the senior executives.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	625%
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)	<p>Exercise: Upon the exercise of the RSUs, PHL will issue one Ordinary Share in PHL (Share) for every RSU that vests on a one-for-one basis.</p> <p>Exercise Price: The exercise price for a RSU is nil.</p> <p>The value of the Shares issued upon conversion will be the volume weighted average market price of a Share on the NZX Main Board over the 20 Business Day period immediately preceding the Vesting Date of the RSUs.</p> <p>Ranking: Any Shares issued upon conversion of the RSUs will rank equally in all respects with all other Shares on issue.</p> <p>Vesting Date: as specified in the senior executive's Letter of Invitation.</p> <p>Lapse Date: The earlier of, the date the senior executive ceases to be employed by PHL (or its subsidiaries) or the date the senior executive resigns from employment by PHL (or its subsidiaries).</p>

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

Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	<p>Authorised by the Board of PHL pursuant to the RSU Plan Rules.</p> <p>The RSUs are issued to incentivise PHL's senior executives in a manner aligned with the interests of PHL shareholders.</p>
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	870,000 RSUs
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, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board resolution and Listing Rule 4.6.1
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	Issued in accordance with the terms set out in the RSU Plan Rules and the Letter of Invitation.
Date of issue/acquisition/redemption ²	19 May 2025
Section 4: 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	Francisco.rf@promisia.co.nz
Date of release through MAP	19 May 2025

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).