



LODGE YOUR PROXY

Online:

<https://investorcentre.linkgroup.nz/voting/PHL>

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the enclosed reply paid envelope or address to:
MUFG Corporate Markets
PO Box 91976
Auckland 1142

Deliver:

MUFG Corporate Markets
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquires@linkmarketservices.com

CSN/Holder Number:

* *

PROXY FORM/ADMISSION CARD PROMISIA HEALTHCARE LIMITED SPECIAL MEETING OF SHAREHOLDERS

The Special Meeting of shareholders of Promisia Healthcare Limited (the **Company**) will be held online at www.virtualmeeting.co.nz/phlsm24, on **Wednesday, 31 July 2024, commencing at 12pm**. If you attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

Appointment of proxy

If you DO NOT propose to ATTEND the Special Meeting online, please complete and return this form (in accordance with the lodgement instructions above) to be received by MUFG Corporate Markets (formerly Link Market Services) (the share registry), no later than **12pm, on Monday, 29 July 2024**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkgroup.nz/voting/PHL> or by scanning the QR code above with your smartphone. Your proxy need not be a Shareholder of the Company. You may appoint the Chair of the Meeting as your proxy by entering "Chair of the Meeting" in the relevant space on the reverse of this form.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business. If you return this form without directing the proxy how to vote on any particular matter the proxy may vote as he/she thinks fit or abstain from voting (providing the proxy is eligible to vote on that matter). If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chair is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Voting Restrictions

Rivercrest Cromwell Limited and its Associated Persons (as defined in the NZX Listing Rules) are restricted from voting on Resolution 2 to any extent they hold Shares in Promisia.

Attending the Meeting

The Special Meeting will be held online only and shareholders can attend at www.virtualmeeting.co.nz/phlsm24. A corporation may appoint a person to attend and vote online at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, either of the joint shareholders may sign the Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

PROXY/CORPORATE REPRESENTATIVE FORM

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STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Promisia Healthcare Limited:

hereby appoint _____ of _____
 (Full Name) (E-mail address)

Or failing him/her _____ of _____
 (Full Name) (E-mail address)

As my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held online at 12pm on Wednesday, 31 July 2024 and at any adjournment of that meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted computing the required majority, for that item and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

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

RESOLUTIONS	Tick (✓) in box to vote			
	For	Against	Abstain	Discretion
1. That, under NZX Listing Rule 5.1.1(b), Promisia undertaking the acquisition of Golden View and Ripponburn together with all related transactions as described in this Notice, are approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That, under NZX Listing Rule 4.2.1, the issue of 6 million Convertible Notes under the Convertible Note Agreement and the issue of up to 6 billion Shares issued on conversion of the Convertible Notes, on the terms as described in this Notice, is approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That, under NZX Listing Rule 4.2.1, the issue of up to 4 billion warrants under the terms of Promisia's capital raising and on the warrant terms of issue set out in this Notice, is approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Special Meeting online at www.virtualmeeting.co.nz/phlsm24, will have the opportunity to ask questions during the meeting. If you cannot attend online but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkgroup.nz/voting/PHL> and completing the online validation process or complete the question section below and return to MUFG Corporate Markets (formerly Link Market Services). Questions will need to be submitted by **12pm, Monday, 29 July 2024**. The Board will address and answer questions during the meeting.

Question:

STEP 4: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email, please provide your email address below.