

CAPITAL RAISING AND MARKET UPDATE

Promisia Healthcare Limited (**Promisia**) (NZX: PHL) is pleased to advise that it has secured the \$3 million minimum to be raised under its share purchase plan and placement capital raising offer (**Offer**).

Subject to confirming its debt financing conditions precedent with BNZ tomorrow, Promisia expects to confirm its finance condition precedent for the Cromwell acquisitions by its due date of 5pm, 31 July 2024.

Variation to Warrants under the Offer

While Promisia is still receiving applications under the Offer at present, it can confirm the minimum condition is satisfied as it has today entered an agreement to make a placement to Asset Management Limited (**AML**) for \$3 million under the Offer.

As part of that agreement Promisia has agreed with AML that:

- It will seek shareholder and warrant holder approval to reduce the exercise price of the warrants issued under the Offer from 0.2c to 0.1c; and
- It will seek shareholder approval to issue additional warrants to subscribers under the Offer so that every subscriber under the Offer receives three (3) warrants for every one (1) share subscribed for. At present under the Offer one (1) warrant is issued for every one (1) share subscribed for,

(together, the **Warrants Variation**).

If the Warrants Variation is approved, it will apply in favour of all subscribers in the Offer, not just to AML.

While the Warrants Variation is subject to shareholder and warrant holder approvals, Promisia notes that the largest shareholder of Promisia (the Brankin Family Interest Trust) supports the Warrants Variation and has confirmed to Promisia that they intend to vote in favour of the Warrants Variation.

Annual Shareholders Meeting

Approval of the Warrants Variation will be sought at Promisia's 2024 annual meeting. The notice of annual meeting released to market on 26 July 2024 is now withdrawn by Promisia. A further notice of meeting and a revised time for the 2024 annual meeting will be advised to market in due course and will include resolutions to approve the Warrant Variations.

In addition to the Warrants Variation, to any extent that Promisia is unable to issue equity securities to AML under the Listing Rules at the time of allotment of the Offer (i.e. without a prior shareholder approval) that residual issuance will be subject to Promisia obtaining that shareholder approval at the 2024 annual shareholders meeting.

Share Purchase Plan

All shareholders were offered the opportunity to participate in the Share Purchase Plan which closed at 5pm on Monday 29th July. The Board of Promisia is mindful that shareholders have not had the opportunity to consider participating in light of the Warrant Variations.

Should shareholders now wish to participate (noting the Warrants Variation remains conditional), the Board of Promisia confirms that it will accept late applications into the share purchase plan until 5pm Friday 2 August 2024 from existing shareholders of Promisia (being persons that held shares on the record date for the share purchase plan). The offer website remains open for this purpose at <https://promisia.capitalraise.co.nz/>

Share Consolidation

The Board of Promisia has committed to AML to undertake a 500 for 1 share consolidation with effect following market close on the business day after Promisia's annual shareholders meeting. When timetabling is confirmed for the annual meeting, Promisia will release further detail on the consolidation (including a corporate action notice).

Governance

The Board has agreed to review its composition with AML with a view to appointing a new independent director following the 2024 annual shareholders meeting.

In addition, the Board has agreed with AML that for so long as it holds more than 10% of all equity securities on issue in Promisia, the Board will appoint a nominee of AML as a director. Following any such appointment, that nominee would be subject to re-election by shareholders and retirement by rotation in accordance with the NZX Listing Rules.

ENDS

Authority for this announcement:

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About Promisia Healthcare

Promisia is a New Zealand based aged care and retirement living provider, with a focus on delivering quality personalised care. Our aim is to be the aged care provider of choice in our communities. Our facilities are located in well-established and well serviced towns and metropolitan areas. Our goal is to profitably grow our business in a sustainable manner, delivering quality care to our residents, peace of mind to their families and whanau, and excellent value to our villages, community and shareholders. Promisia is listed on the NZX (NZX: PHL). <http://www.promisia.co.nz>.