

A woman with dark hair, wearing a black short-sleeved button-down shirt and black pants, is standing in a warehouse. She is smiling and looking down at a white medical package she is holding. The package has 'kind medical' printed on it. In the background, there are metal shelves stacked with cardboard boxes. The image is framed by a large white triangle on the left side, which contains the text. The top-left corner of the image is dark blue, and the bottom-right corner is orange.

# **VITURA** **2025** **Notice** **of Annual** **General** **Meeting**

Building Tomorrow's  
Healthcare Network

# Notice of Annual General Meeting



Vitura Health Limited

ACN 629 071 594

**Date:** Wednesday, 26 November 2025

**Time:** 10.00 am (Melbourne time)

**Location:** Hybrid meeting to be held at:

K&L Gates, Level 25, South Tower, 525 Collins Street, Melbourne, Victoria 3000  
and online at <https://meetnow.global/M6Y5CD4>

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 (Melbourne time) on Monday, 24 November 2025;
- 2 submitting questions in advance of the Meeting by emailing the questions to the Company Secretary at [companysecretary@vitura.com.au](mailto:companysecretary@vitura.com.au) by no later than 10.00 am (Melbourne time) on Monday, 24 November 2025;
- 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](mailto:companysecretary@vitura.com.au) by no later than 10.00 am (Melbourne time) on Monday, 24 November 2025; or
  - (b) online by going to <https://meetnow.global/M6Y5CD4> 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 2025 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 (Melbourne time) on Wednesday, 26 November 2025 at:

K&L Gates, Level 25, South Tower, 525 Collins Street, Melbourne, Victoria 3000  
and online at <https://meetnow.global/M6Y5CD4> (**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 2025.

*\* 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 2025 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 – APPOINTMENT 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 clause 41.3 of the Constitution and for all other purposes, Robert Iervasi, being eligible, is appointed as a Director of the Company.*

**Board recommendation:** The Board unanimously recommends Shareholders vote **FOR Resolution 2**.

## 3 RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO AFO INVESTMENTS

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

*That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issuance of 74,814,757 Shares at an issue price of \$0.06912 per Share to AFO Investments on the terms and conditions in the Explanatory Statement.*

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

### Voting exclusion:

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an associate of those persons.

## 4 RESOLUTION 4 – AMENDMENT OF CONSTITUTION – ELECTRONIC MEETINGS

To consider and, if thought fit, to pass the following as a **special resolution**:

*That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, Shareholders approve the amendment of the Company's Constitution as detailed in the Explanatory Statement, effective at the close of this meeting.*

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

By order of the Board



**Robert Iervasi**

Chair  
Vitura Health Limited

This Notice of Meeting (including the Explanatory Statement) is dated 22 October 2025.

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 Melbourne, Australia, unless otherwise stated.

## Majorities required for the Resolutions to be passed

All Resolutions, except for Resolution 4, 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. Resolution 4, being a special resolution, requires more than 75% of the votes cast (either in person, proxy, attorney or by corporate representative) are in favour of Resolution 4.

## 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 7.00 pm (Melbourne time) on Monday, 24 November 2025. 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:

- 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
- 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/M6Y5CD4> at 10.00 am (Melbourne time) on Wednesday, 26 November 2025.

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 (Melbourne time) on Monday, 24 November 2025. More information in relation to proxies is provided below.

## Proxies

The Shareholders are advised that:

- each Shareholder entitled to vote at the Meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder;
- 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
- 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 each of the Resolutions to be considered at the Meeting as follows:

- if you wish to approve the Resolution, place a cross (X) in the space provided under the word 'For' in respect of that Resolution;
- 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
- 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 (Melbourne time) on Monday, 24 November 2025):

- (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](http://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 (Melbourne time) on Monday, 24 November 2025).

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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](http://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 4, 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 4 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 2025.

## 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 2025.

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 2025. The Remuneration Report can be found on pages 45 to 56 of the Company's 2025 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.

The Company's current "strike" count is zero. If a "first strike" was to occur at the 2025 Annual General Meeting:

- (a) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2026 Annual Report) must include an explanation of the Board's proposed action in response to a 2025 "no vote" or an explanation of why no action has been taken; and
- (b) if the Company's subsequent (i.e. 2026) Remuneration Report also receives a "no vote" at the 2026 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2026 Annual General Meeting will be asked (at that 2026 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

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

### 3.2 Board recommendation

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a closely related party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board has abstained from making a recommendation in relation to Resolution 1.

## 4 RESOLUTION 2 – APPOINTMENT OF ROBERT IERVASI

### 4.1 General

Clause 41.3 of the Company's Constitution provides that there must be an election of Directors at each annual general meeting of the Company.

Robert Iervasi was re-elected as a Non-Executive Director on 27 November 2024, being eligible, offers himself for re-election.

Details of Mr Iervasi's background and experience are set out below.

| Robert Iervasi, Independent Non-Executive Director |  |
|--|--|
| Qualifications, experience and skills              | BCom (Hons) (Monash), LLB (Hons) (Monash), GAICD   |
| Other current directorships                        | SPC Global Holdings Limited (ASX: SPG) (Managing Director), Luv-a-Duck Pty Ltd (Chair), Charters Paper Pty Ltd (Executive Chair) |
| Independence                                       | Mr Iervasi is deemed to be independent   |
| Special responsibilities                           | Member of Audit and Risk Committee   |

### 4.2 Board recommendation

The Board unanimously recommends that Shareholders vote **FOR Resolution 2**.

## 5 RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARE TO AFO INVESTMENTS

### 5.1 General

On 12 February 2025 (**Placement Date**), the Company issued 74,814,757 Shares to AFO Investments at an issue price of \$0.06912 per Share, representing a 10% discount to the 5-day volume weighted average price of the Company's shares on 31 January 2025, raising \$5,171,196 (**Placement**).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Placement does not fall within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution 3 seeks Shareholder approval for the issue of Shares under the Placement for the purposes of Listing Rule 7.4.

If this Resolution 3 is passed, the issue of Shares under the Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Date.

If this Resolution 3 is not passed, the issue of Shares under the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Date (unless ratified by Shareholders prior to 12 February 2026).

## 5.2 ASX Listing Rules

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

**(a) The names of the allottee:**

*AFO Investments Pty Ltd ACN 677 816 009 as trustee for the AFO Investment Trust, being an entity associated with South Australian based high-net-worth investor Professor Khalil (Charlie) Shahin AO*

**(b) Number and class of securities issued:**

*74,814,757 ordinary shares*

**(c) The date the securities were issued:**

*12 February 2025*

**(d) The issue price of the securities:**

*The Shares were issued at a price of \$0.06912 per Share*

**(e) The purpose of the Placement and the use of the funds:**

*The funds raised under the Placement have been used by the Company to fund the \$4 million initial cash component associated with the purchase of Candor Medical, with the remainder to be used to fund the Company's future expansion plans*

**(f) The summary of the material terms of an agreement under which the securities were issued:**

*The securities were issued under a share subscription agreement, under which the key terms are:*

- *AFO Investments will pay the Company a subscription amount of \$5,171,196;*
- *the Company will allot 74,814,757 Shares in the Company to AFO Investments; and*
- *the Company be required to execute and lodge an Appendix 3B, cleansing statement and Appendix 2A with ASX in respect to the issue of the Shares.*

**(g) A voting exclusion statement:**

*A voting exclusion statement is provided above in this Notice.*

## 5.3 Board recommendation

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

## 6 RESOLUTION 4 – APPROVAL TO AMEND CONSTITUTION – ELECTRONIC MEETINGS

### 6.1 General

Under Resolution 4, the Company proposes to amend its Constitution by special resolution of Shareholders under section 136(2) of the Corporations Act to bring its Constitution in line with current laws and corporate governance practices, including most importantly changes in relation to the laws pertaining to virtual meetings and other electronic communications and arrangements. The Company proposes the amendments to the Constitution as detailed in **Schedule 1** to this Notice.

Since 3 August 2022, the provisions of Schedule 2 to the *Corporations Amendment (Meetings and Documents) Act 2021* (Cth) relating to electronic meetings and sending of documents have applied, pursuant to which a company cannot hold its shareholder meetings on an entirely virtual basis unless its Constitution specifically allows it to do so. The Company's Constitution does not allow entirely virtual Shareholder meetings and needs further updates to reflect changes in the law.

With respect to the above updated electronic general meeting provisions, it should be noted that these proposed provisions do not seek to mandate that all Shareholders meetings must be held virtually, just that the Company has the ability to do so if it decides to do so. If this Resolution 4 is not approved by Shareholders, the provisions of the current Constitution will continue to apply, including that the Company will not be able to hold Shareholder meetings virtually, all Shareholder meetings will have to be held as hybrid meetings or entirely 'physical' (in person) meetings and will not have the above-described flexibility and costs savings.

### 6.2 Board recommendation

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

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

**AFO Investments** means AFO Investments Pty Ltd ACN 677 816 009 as trustee for the AFO Investment Trust.

**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 2025 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.

**Placement** means the execution of the share subscription agreement with AFO Investments to raise \$5,171,196 as announced by the Company on 12 February 2025.

**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 2025.

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

# Schedule 1 - Electronic Meeting Provisions

## 1 Definitions and interpretation

Meeting Technology means any technology approved by the Directors that is reasonable to use for the purpose of holding a meeting at more than one physical venue or by a combination of those methods and otherwise satisfies the requirements of this Constitution and the Corporations Act;

## 27 Calling of meetings

27.1 A Director may call a meeting of Members.

27.2 The Directors must call annual general meetings in accordance with the Corporations Act, to be held by the Company at times to be determined by the Board.

27.3 Members may also request or call and arrange to hold general meetings in accordance with the procedures and requirements set out in the Corporations Act.

27.4 Subject to any Relevant Law, the Company may hold a ~~A~~ general meeting: may be held at two or more venues simultaneously using any technology that gives Members as a whole a reasonable opportunity to participate:

- (a) at a physical venue;
- (b) at one or more physical venues and virtually using Meeting Technology;
- (c) virtually, using Meeting Technology only; or
- (d) in any other way permitted by the Corporations Act.

27.5 If, before or during a meeting of Members, any technical difficulty occurs, such that the Members as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:

- (a) adjourn the meeting until the technical difficulty is remedied; or
- (b) subject to the Corporations Act, where a quorum remains present and able to participate, continue the meeting.

## 28 Notice of meetings of Members

28.4 Where a general meeting is held only virtually using Meeting Technology:

- (a) the place for the meeting is taken to be the address of the registered office of the Company; and
- (b) the time for the meeting is taken to be the time at that place

## 31 Chairing meetings of Members

31.2 The Directors at a meeting of the Company's Members must elect an individual present (whether in person or virtually) to chair the meeting (or part of it) if an individual has not already been elected by the Directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting). Those Directors must elect the chair (or failing him or her, any deputy chair) of Board meetings to chair a meeting of Members if that person is available and willing to act.

# Annexure A: Proxy Form



Proxy Form **attached**.



Vitura Health Limited  
ABN 59 629 071 594

VIT

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

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 24 November 2025.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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](http://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 Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman 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 Chairman 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 K&L Gates, Level 25, South Tower, 525 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Wednesday, 26 November 2025 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

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

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 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.

|              |  | For                      | Against                  | Abstain                  |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of the Remuneration Report                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Appointment of Robert Iervasi as Director                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Ratification of prior Issue of Shares to AFO Investments | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Amendment of Constitution - Electronic Meetings          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman 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