
GLOBAL HEALTH LIMITED
ACN 091 377 892
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm (AEDT)
DATE: Tuesday, 25 November 2025
PLACE: Scottish House
90 William Street
Melbourne VIC 3000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEDT on Sunday, 23 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – STEVEN PYNT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Steven Pynt, a Director who retires by rotation and being eligible, is re-elected as a Director.”

The Directors (with Mr Pynt abstaining) recommend that you vote in favour of this resolution.

4. RESOLUTION 3 – RATIFY THE APPOINTMENT OF PKF MELBOURNE AUDIT AND ASSURANCE PTY LTD ('PKF') AS COMPANY AUDITORS

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

“That, for the purposes of section 327C(1) of the Corporations Act and for all other purposes, PKF Melbourne Audit and Assurance Pty Ltd ('PKF'), having consented in writing to act as auditor of the Company effective 31 December 2024, ratify their appointment as auditor of the Company with immediate effect.”

The Directors recommend that you vote in favour of this resolution.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A (SPECIAL RESOLUTION)

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of

issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement applies to this Resolution. Please see below.

The Directors recommend that you vote in favour of this resolution.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person and asking questions of the Board

To vote in person, attend the Meeting at the time, date and place set out above.

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask that you submit in writing any questions to the Company by 5.00 pm on Tuesday, 18 November 2025 to the Company Secretary.

Your questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice of Meeting and Explanatory Notes.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary by email at Anara.malabekova@global-health.com.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.global-health.com

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company (**Key Management Personnel**). The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting Prohibition - s250BD and s250R

In accordance with Section 250BD(1) and Section 250R(4) of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2025; or
- a Closely Related Party of a member of the KMP.

However, a person 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:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the proxy is the Chair of the Meeting, and the appointment of the Chair as a proxy:
 - does not specify the way the proxy is to vote on this Resolution; and

- 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 KMP.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – STEVEN PYNT

3.1 General

This resolution seeks Shareholder approval for the re-election of Mr Steven Pynt as a Director of the Company.

Clause 11.3 of the Company's Constitution provides that one third of the Directors shall retire from office at every Annual General Meeting and clause 11.4 provides that a retiring Director is eligible for re-election at that meeting.

If approved by Shareholders, the appointment will take effect immediately following the end of the Annual General Meeting.

3.2 Qualifications and other material directorships

Appointed as a Director in 2000, Mr Pynt is an independent Non-Executive Director and was previously Chairman of Global Health.

Mr Pynt is a Director of the Perth legal firm MP Commercial Lawyers and his main area of practice is in commercial law including corporations' law, franchising, and contracts. Mr Pynt was previously a Director of the Perth legal firm McDonald Pynt which he established in 2003.

He was formerly a member of the Racing Penalties Appeals Tribunal and Chairman of the Commercial Tribunal of WA, and taught Ethics and Professional Responsibility to Articled Law Clerks from 1994-2005.

Mr Pynt has previously been a non-executive Chairman or Director of a number of other listed public companies and is currently a non-executive Director of Muzz Buzz Franchising Pty Ltd, Australia's largest specialty drive-through coffee business.

The Board unanimously supports the re-election of Mr Pynt and the Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

3.3 Independence

If re-elected the Board considers Mr Pynt will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Pynt will be re-elected to the Board as an independent Director.

In the event that Resolution 2 is not passed, Mr Pynt will not continue in his role as Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board recommendation

The Board has reviewed Mr Pynt's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the

Board's ability to perform its role. Accordingly, the Board (with Mr Pynt abstaining) supports the re-election of Steven Pynt and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RATIFY THE APPOINTMENT OF PKF MELBOURNE AUDIT AND ASSURANCE PTY LTD (PKF) AS COMPANY AUDITORS

4.1 General

The Company announced that after receiving written consent to act, PKF had been appointed the Company's auditors with immediate effect on 31 December 2024.

The appointment has been formally approved by the Australian Securities and Investments Commission (**ASIC**) and, as part of the transition process, a letter of resignation had been received from HLB Mann Judd (VIC) Partnership (**HLB**), and ASIC consented to their resignation.

The decision to change auditors was made following a review by the Board of external audit arrangements and the fee structure in accordance with the Company's Corporate Governance Plan.

The Board undertook a tender and consultation process and PKF were selected based on their reputation and experience.

In accordance with section 327C of the Corporations Act 2001 (Cth), Resolution 3 is being tabled at the Company's Annual General Meeting to ratify the appointment of PKF as the Company's auditor.

4.2 Board recommendation

The Board recommends Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A (SPECIAL RESOLUTION)

5.1 General

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 securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

The only securities that the Additional 10% can cover are existing quoted securities, namely ordinary fully paid shares.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.2 Shares Issue Capacity

As at the date of this Notice of Meeting, the Company has 58,690,535 shares on issue.

The actual number of Shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the shares in accordance with the following formula (as prescribed by Listing Rule 7.1A.2):

$$(A \times D) - E$$

where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with the approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months,

(note that **A** has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity);

D is 10%; and

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rule 7.1 or 7.4.

5.3 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 10.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to raise funds for the development of the Company's existing assets, the acquisition of new assets or investments (including assets associated with such acquisition), to repay debt or to fund working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 14 October 2025

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Variable A in Listing Rule 7.1.A.2	\$0.050 50% decrease in issue price	\$0.100 Issue Price	\$0.200 100% increase in issue price
Current Variable A 10% Voting Dilution 58,574,651 Funds Raised	5,857,465 \$ 292,873	5,857,465 \$ 585,747	5,857,465 \$ 1,171,493
50% increase in Current Variable A 10% Voting Dilution 87,861,977 Funds Raised	8,786,198 \$ 439,310	8,786,198 \$ 878,620	8,786,198 \$ 1,757,240
100% increase in current Variable A 10% Voting Dilution 117,149,302 Funds Raised	11,714,930 \$ 585,747	11,714,930 \$ 1,171,493	11,714,930 \$ 2,342,986

The dilution table above has been prepared on the following bases and hypothetical assumptions:

- 1 the Company issues the maximum number of shares available under the Additional 10%;
- 2 any increase in Variable 'A' (being the issued share capital at the time of issue) is due to an issue of shares which is an exception in Listing Rule 7.2, for example a pro-rata rights issue. However, a 15% placement under Listing Rule 7.1 does not increase Variable 'A' for the purposes of calculating the placement capacity under Listing Rule 7.1A;
- 3 the table shows only the effect of issues of shares under the Additional 10% in Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- 4 the table does not show the dilution that may be caused to any particular shareholder by reason of placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the Annual General Meeting. For instance, shareholders will have different outcomes depending on whether or not they were to participate in any pro-rata issue which had the effect of increasing Variable 'A'; and
- 5 the current share price is assumed to be \$0.10, being the closing share price on 14 October 2025.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The Company may not issue any or all of the Equity Securities for which approval is given.

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Disclosure Obligations**

The Company will comply with the disclosure obligations under ASX Listing rules 7.14A and 3.10.3 upon issue of any Equity Securities.

(g) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 19 November 2024 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 25 November 2024, the Company has not issued any Equity Securities pursuant to the Previous Approval.

5.4 Voting Exclusion Statement

If at the time of the Meeting the Company is proposing to make an issue of securities under ASX Listing Rule 7.1A, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting. If an issue is proposed under Rule 7.1A between the date of this Notice of Meeting and the Meeting itself, any Shareholders participating in that proposed issue will be excluded from voting.

5.5 Recommendation

The Directors believe that this resolution will provide the Company with flexibility to raise capital quickly if advantageous terms are available and is in the best interests of the Company. The Directors recommend that shareholders vote in favour of this resolution.

The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

GLOSSARY

\$ means Australian dollars.

2025 Financial Report means the Company's audited Annual Financial Report for the year ended 30 June 2025, which can be downloaded from the Company's website at www.global-health.com.

7.1A Mandate has the meaning given in Section .1.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

Annual General Meeting or **AGM** means the meeting convened by this Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Global Health Limited (ACN 091 377 892).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting, including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's Annual Financial Report for the year ended 30 June 2025.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.