



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: Wednesday, 25 November 2026
PLACE: Level 4, 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 2026.

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 2026 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 2026."

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

Voting Exclusion

The Company will disregard any votes cast on this Resolution:

- by or on behalf of a member of Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2026, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:

- a) in accordance with the directions of how to vote on the Proxy Form; or
- b) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GRANT SMITH

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, Grant Smith, a director who retires by rotation and being eligible for re-election, is re-elected as a director."

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

4. RESOLUTION 3 – 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 Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

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 Chair 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 Chair to vote on the Resolution as the Chair 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.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF EQUITY SECURITIES UNDER THE INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the issue of equity securities under the “Global Health Limited Equity Incentive Plan”, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is eligible to participate in the Employee Incentive Plan, or an Associate of that person or those persons.

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 Chair 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 Chair to vote on the Resolution as the Chair 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.
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If a Shareholder appoints the Chair as their proxy, or the Chair is appointed as the Shareholder's proxy by default, and the Shareholder does not mark a voting box for Resolution 1, then by submitting the appointment the Shareholder expressly authorises the Chair to exercise the proxy in respect of the relevant Resolution as they decide, even though Resolution 1 is connected with the remuneration of one or more of the Company's Key Management Personnel. The Chair intends to vote all available proxies in favour of all Resolutions.

Dated 2nd October 2026

BY ORDER OF THE BOARD

Voting by proxy

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.

Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.

A proxy need not be a Shareholder of the Company.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.

A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by 4:00pm (AEDT) on Monday 23 November 2026 by post to Level 2, 696 Bourke Street, Melbourne, VIC 3000.

Proxy voting by the Chair

The Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1.

In accordance with this express authority provided by you, the Chair will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chair, Mr. Grant Smith, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, they will not vote your proxy on that item of business.

Questions from Shareholders

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, PKF, in relation to the conduct of the external audit for the year ended 30 June 2026, or the content of its audit report. Please send your questions to:

The Company Secretary, Global health Limited
Email: **Anara.malabekova@global-health.com**

Written questions must be received by no later than 5.00pm (AEDT) on Wednesday 18 November 2026.

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

In accordance with the Corporations Act 2001 (Cth), reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

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 2026 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

The Chair of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PKF, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2026, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PKF in relation to the conduct of the audit.

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 consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Voting Prohibition - s250BD and s250R

A voting exclusion statement applies to this Resolution, as set out in the Notice.

2.5 Board Recommendation

As the resolution relates to matters including the remuneration of the directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this Resolution.

2.6 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of the Resolution.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GRANT SMITH

3.1 General

This resolution seeks Shareholder approval for the re-election of Mr Grant Smith 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 2013 and Chairman in 2022, Mr. Smith is an independent Non-Executive Director.

Mr. Smith developed and built the Medica Centre and opened the first digital private surgical hospital in Australia. Grant is currently involved in the development of a number of new hospitals and is also involved in utilising digital technology to generate productivity for the healthcare sector.

He established an independent funds management group and floated Hospitals of Australia, which owned and operated a number of hospitals throughout Australia, and was the first healthcare investment fund in Australia.

Mr. Smith was intimately involved in the building of a number of hospitals including Strathfield Private, Southern Highlands Private Hospital, Port Macquarie Hospital and the refurbishment of a number of other healthcare facilities.

The Board unanimously supports the re-election of Mr. Smith 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. Smith will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

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

In the event that Resolution 2 is not passed, Mr. Smith 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 Smith'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. Smith abstaining) supports the re-election of Grant Smith and recommends that Shareholders vote in favour of Resolution 2.

3.6 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of the Resolution.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A (SPECIAL RESOLUTION)

4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue Equity Securities up to 10% of its issued capital (**7.1A Mandate**).

Subject to Shareholder approval of this Resolution, the number of Shares that the Company will be able to issue under ASX Listing Rule 7.1A is calculated in accordance with the following formula:

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

A = the number of fully paid ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,

- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period;

D = 10%

E = the number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.

An Eligible Entity is one that, at the time of the annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a market capitalisation of \$300 million or less.

The Company anticipates it will be an Eligible Entity for the purposes of ASX Listing Rule 7.1A at the time of the AGM.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

At the date of this Notice, the Company currently has only one (1) class of quoted Equity Securities on issue, being Shares.

If this Resolution is passed, the Company will be able to issue Equity Securities under the 10% Placement capacity in addition to its 15% limit under ASX Listing Rule 7.1.

If this Resolution is not passed, the Company will not have access to the issue capacity offered under ASX Listing Rule 7.1A.

4.2 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 22 October 2026

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	\$0.03 50% decrease in Issue price	\$0.06 Issue Price	\$0.12 100% increase in Issue price
Current Variable A 10% Voting Dilution 59,044,535 Funds Raised	5,904,454 \$177,134	5,904,454 \$354,267	5,904,454 \$708,534
50% Increase In Current Variable A 10% Dilution 88,566,803 Funds Raised	8,856,680 \$265,700	8,856,680 \$531,401	8,856,680 \$1,062,802
100 % Increase in Current Variable A 10% Voting Dilution 118,069,070 Funds Raised	11,808,907 \$354,267	11,808,907 \$708,534	11,808,907 \$1,417,069

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

1. There are 59,044,535 Shares on issue.
2. The issue price is the closing price of the Shares on the ASX on 22 October 2026.
3. the Company issues the maximum number of shares available under the Additional 10%;
4. 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;
5. 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;
 - 1 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
 - 2 the current share price is assumed to be \$0.06, being the closing share price on 22 October 2026 before finalising this Notice of Meeting.

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) **Purpose of issue under 10% Placement Capacity**

If utilised, the Company intends to use funds raised for ongoing development costs, working capital, investing activities (including possible complimentary business acquisitions or ventures if any are identified and approved by the Board), business generation or marketing activities.

(g) **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.

(h) **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 25 November 2025 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 25 November 2025, the Company has not issued any Equity Securities pursuant to the Previous Approval.

4.3 Voting Exclusion Statement

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule

7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

4.4 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.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF EQUITY SECURITIES UNDER GLOBAL HEALTH LIMITED EQUITY INCENTIVE PLAN

5.1 Background

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2, Exception 13(b) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The Company has an employee incentive scheme in place called the Global Health Limited Equity Incentive Plan (**Incentive Plan** or **Plan**). Shareholders last gave approval for issues of Equity Securities under the Plan at the Company's 2023 Annual General Meeting. This approval expires on 21 November 2026.

Resolution 4 seeks Shareholder approval for the issue of equity securities under the Incentive Plan for the purposes of Listing Rule 7.2, Exception 13(b) and for all other purposes.

The aim of the Incentive Plan is to allow the Board to attract, motivate and retain eligible persons, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to the Company. It is considered that the Incentive Plan and the future issue of equity securities under the Incentive Plan will provide participants with the opportunity to participate in the anticipated future growth of the Company.

If Resolution 4 is passed, the Company will be able to issue a limited number of securities under the Incentive Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period (as extended to 25% by the 10% Placement Facility).

If Resolution 4 is not passed, the Company will still be able to issue securities under the Incentive Plan to eligible participants, however any securities issued under the Incentive Plan will count towards its 15% capacity under ASX Listing Rule 7.1 (as extended to 25% by the 10% Placement Facility), effectively decreasing the number of securities the Company can issue without Shareholder approval over the 12 month period following the issue of any securities under the Incentive Plan.

A detailed overview of the terms of the Incentive Plan is attached in Schedule 1. The Incentive Plan can be viewed at the -"Investor Centre"- tab on the Company's website (www.global-health.com).

Any future issues of securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

5.2 Specific information required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2 Exception 13(b) the following information is provided:

- (a) The material terms of the Incentive Plan are summarised in Schedule 1.
- (b) A total of 2,345,000 Equity Securities have been issued under the Incentive Plan since 21 November 2023 (the date of the last approval under Listing Rule 7.2, Exception 13) to the date of this Notice of Meeting.
- (c) The maximum number of Equity Securities proposed to be issued under the Plan in the three years following the approval is 5,904,454 Equity Securities, representing 10.0% of the number of ordinary Shares on issue as at the date of the Notice of Meeting (being 59,044,535 Shares). The maximum number of 5,904,454 Equity Securities is not intended to be a prediction of the actual number of Equity Securities to be issued under the Incentive Plan during the period for which the approval (if given) will be valid, rather it is simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- (d) A voting exclusion statement has been included for the purposes of Resolution 4.

5.3 Board Recommendation

As the Directors are excluded from voting upon this Resolution pursuant to the ASX Listing Rules, the Directors will not make a recommendation to shareholders with respect to voting in relation to this Resolution.

5.4 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of the Resolution.

GLOSSARY

\$ means Australian dollars.

2026 Financial Report means the Company's audited Annual Financial Report for the year ended 30 June 2026, which can be downloaded from the Company's website at www.global-health.com.

7.1A Mandate means the additional capacity for the Company to issue Equity Securities up to 10% of its issued capital.

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.

Board means the board of directors of the Company.

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 2026.

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.