

CHAIRMAN'S LETTER

4 June 2020

Dear Shareholder

Re: Extraordinary General Meeting – Tuesday, 7 July 2020

It is my pleasure to invite you to the Extraordinary General Meeting (“EGM”) of Paragon Care Limited (“Company”) which will be held on Tuesday, 7 July 2020 at 10.30am (AEST). Enclosed with this letter is a copy of the Notice of Extraordinary General meeting (“Notice of Meeting”) and accompanying Explanatory Material for the EGM which relate to the financial assistance arising under the Company’s Facility Agreement and documents with the National Australia Bank that some subsidiaries of the Company need to provide.

Due to the continuing developments in relation to COVID-19, we are making some changes to our approach towards general meetings, and we will be relying more on technology to facilitate shareholder engagement and participation at the EGM. As such, the EGM of 7 July 2020 will be held virtually through a Zoom webinar.

As part of the Australian’s Government’s response to COVID-19, temporary modifications have been made to the *Corporations Act 2001 (Cth)*. These modifications allow notices of meeting, and other information regarding a meeting, to be provided online where they can be viewed and downloaded. Shareholders can also find the Notice of Meeting on the Company’s website at <https://www.paragoncare.com.au/asx-announcements>.

Shareholders who intend to join the EGM are asked to dial-in 30 minutes prior to the start of the meeting to allow the Company to take your details. Shareholders are also invited to register in advance for the meeting through https://us02web.zoom.us/webinar/register/WN_YWszFaEISXijqxrGu0aU8A, following which they will receive a confirmation email containing information about joining the meeting.

Even if you plan to participate online, we encourage all shareholders to cast proxy votes beforehand and to lodge questions in respect of the EGM Resolution ahead of the meeting at info@paragoncare.com.au. Lodging questions and casting your proxy vote ahead of the meeting will not prevent you from attending online.

We look forward to engaging with shareholders in this new way, and I hope that you will participate in the meeting online.

Yours sincerely,



Shane Tanner
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING & EXPLANATORY MATERIAL



Date Tuesday, 7 July 2020

Time 10:30AM (AEST)

Due to the ongoing COVID-19 pandemic, the meeting will be held via an audio-conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, no hard copy of the Notice of Extraordinary General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website (<https://www.paragoncare.com.au/asx-announcements>).

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

Paragon Care Limited
ABN 76 064 551 426

Head Office
50-54 Clayton Road
Clayton, VIC 3168, Australia

T _ 1300 369 559
F _ +61 3 8833 7890
info@paragoncare.com.au

paragoncare.com.au

PARAGON CARE LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting (EGM) of shareholders of Paragon Care Limited (the Company) will be held by audio-conference on Tuesday, 7 July 2020 (AEST).

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances results from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct a poll on the resolution in the Notice using the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences).

Shareholders attending the EGM virtually will be able to ask questions and the Company has now made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolution. Shareholders who intend to join the EGM are asked to dial-in 30 minutes prior to the start of the meeting to allow the Company to take your details. The virtual meeting can be attended using the following details:

When:

Tuesday, 7 July 2020 (AEST)

Topic:

PGC Extraordinary General Meeting

Register in advance for the virtual meeting:

https://us02web.zoom.us/webinar/register/WN_YWszFaEISXijqxrGu0aU8A

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to info@paragoncare.com.au. The Company will address relevant questions during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the EGM online should therefore monitor the Company's website and its ASX announcements for any updates about the EGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: PGC) and on its website at <https://www.paragoncare.com.au/>.

PARAGON CARE LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the Shareholders of Paragon Care Limited ACN 064 551 426 (“Company”) will be held virtually at 10:30AM (AEST) on Tuesday, 7 July 2020.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Material and form part of this Notice. Terms used in this Notice of Meeting will, unless the context otherwise requires, have the meaning given to them in the Glossary.

Items of Special Business

Resolution 1 – Approval of financial assistance

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

“That, for the purposes of sections 260A and 260B(2) of the Corporations Act, approval is given for the financial assistance arising under the Facility Agreement (defined in Section 2 in the Explanatory Material below) and finance documents that is to be provided by Lovell Surgical Solutions Pty Ltd, Lovell Surgical Supplies International Pty Ltd, Lovell Surgical Supplies Pty Ltd and Total Communications (Australia) Pty Ltd in its personal capacity and as trustee of Total Communications (Australia) Unit Trust from time to time (including upon any subsequent refinancing, variation or replacement of any facility, or the provision of further security in connection with any facility) in connection with the Facility Agreement explained in the Explanatory Material accompanying this Notice of Meeting.”

A proxy form accompanies this Notice of Meeting. Shareholders who do not plan to attend the EGM are encouraged to complete and return a proxy form.

Please note, the Chairman of the EGM intends to vote undirected proxies in favour of Resolution 1.

BY ORDER OF THE BOARD



Melanie Leydin
Company Secretary
Paragon Care Limited
Melbourne, Victoria
26 May 2020

NOTES

1. Entire Notice

The details of the Resolution contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting

2. Record Date

The Company has determined that for the purposes of the EGM, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the EGM. Only those persons will be entitled to vote at the EGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the EGM.

3. Proxies

- (a) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (AEST) on the date 48 hours before the date of the EGM.
- (f) If you have any queries on how to cast your vote, please call Link Market Services Limited on 1300 554 474 during business hours.

4. Voting by Proxy

If you are a Shareholder entitled to attend and vote you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the EGM.

A proxy need not be a Shareholder of the Company. A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10:30AM (AEST) on 5 July 2020 (48 hours before the commencement of the meeting). Proxies must be received before that time by one of the following methods:

Online: Shareholders may lodge their proxy votes online at: www.linkmarketservices.com.au

To lodge your proxy vote online, you will need your Security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the proxy form

By post: Paragon Care Limited
c/-Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: +61 (02) 9287 0309

By hand to: Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

OR

Level 12
680 George Street
Sydney NSW 2000
*During business hours (Monday to Friday, 9:00am–5:00pm)

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

5. Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Share Registry no later than 10:30AM (AEST) on 5 July 2020.

6. Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the EGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the EGM a properly executed letter or other document confirming its authority to act as the company's representative.

7. Questions and Comments by Shareholders at the Extraordinary General Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the EGM.

8. Voting Exclusions

There are no voting exclusions for Resolution 1.

EXPLANATORY MATERIAL

1. Introduction

General

This Explanatory Material has been prepared for the information of members of the Company in connection with the business to be conducted at the EGM and provide a detailed explanation about the Resolution set out in the Notice of Meeting. These Explanatory Material form part of the Notice of Meeting and must be read together with that notice.

Purpose

The purpose of the EGM is to consider and vote on Resolution 1.

Entire Document

Members are encouraged to read this document in its entirety before deciding on how to vote on the Resolution being considered at the EGM. If you have any doubt about how to deal with this document, please consult your legal, financial or another professional advisor.

Glossary

Certain terms and abbreviations used in this Explanatory Material have defined meanings, which are set out in the Glossary.

2. Business of the Extraordinary General Meeting

Resolution 1 – Approval of Financial Assistance

Background

In order to assist the financing of its ongoing working capital purposes, the Company entered into a facility agreement with the National Australia Bank (“Bank” or “financier”) (**Facility Agreement**).

In connection with the Facility Agreement, it is proposed that the following Paragon Care subsidiaries, namely Lovell Surgical Solutions Pty Ltd, Lovell Surgical Supplies International Pty Ltd, Lovell Surgical Supplies Pty Ltd and Total Communications (Australia) Pty Ltd in its personal capacity and as trustee of Total Communications (Australia) Unit Trust (together “**Paragon Care subsidiaries**”), will provide cross-guarantees, security, indemnities and various undertakings in favour of the Bank.

Restrictions on companies giving financial assistance

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B;
- (c) the assistance is exempted under section 260C.

Under section 260A(2) such financial assistance may either be given before or after the acquisition of shares.

Under section 260B(1) of the Corporations Act, shareholder approval for financial assistance must be given by the shareholders of the Paragon Care subsidiaries at a general meeting by either:

- (a) a special resolution, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting by all ordinary shareholders.

However, pursuant to section 260B(2) of the Corporations Act, because the Paragon Care subsidiaries became a subsidiary of a listed Australian holding corporation, the financial assistance provided by the Paragon Care subsidiaries must be approved by a special resolution passed at a general meeting of the listed Australian parent corporation (i.e. the Company).

Financial assistance to be provided

The granting of cross-guarantees, security, indemnities and various undertakings in favour of the Bank by the Paragon Care subsidiaries constitutes the giving of financial assistance within the meaning of Part 2J.3 of the Corporations Act.

Resolution required in connection with the financial assistance

Accordingly, the Company seeks approval of the financial assistance that is to be provided by the Paragon Care subsidiaries from time to time (including upon any subsequent refinancing, variation or replacement of any facility, or the provision of further security in connection with any facility) in connection with the Facility Agreement.

Resolution 1 proposed would, if passed, also approve the giving of financial assistance that may arise in the future on any subsequent refinancing, variation or replacement of the Facility Agreement, or the provision of further security in connection with the Facility Agreement. This is to preserve the Company's right to refinance without seeking further shareholder approval.

Reasons for giving the financial assistance

The Facility Agreement provides finance to the Company for ongoing working capital purposes. The provision of the financial assistance is required to enable the Company to comply with certain of its obligations under the Facility Agreement, and in particular, the obligation to procure the Paragon Care Group to guarantee the obligations of the Company as borrower and certain other group companies under the Facility Agreement and to grant security in favour of the Bank.

Effect of the proposed financial assistance

The substantial effect of the financial assistance on the Company, the Paragon Care subsidiaries and the other members of the Paragon Care Group is that they have each guaranteed, and granted security over all of their respective assets and undertaking to secure, all amounts payable under the finance documents. If there is a default in the due and punctual payment of amounts owing under the Facility Agreement or if certain other events of default occur, the Company could be required to immediately pay on demand all amounts then owing by the Company under the Facility Agreement. To the extent such amounts are not repaid, guarantees and security granted by the Paragon Care Group (including the Paragon Care subsidiaries) may become enforceable by the Bank. The Bank may be entitled to exercise its rights in respect of indemnities granted by the Company and members of the Paragon Care Group.

Advantage of the proposed financial assistance

the financial assistance will enable the Company to comply with its obligations under the Facility Agreement and to ensure that such facilities remain available. If Resolution 1 is not approved, and such obligations (including the obligation to grant guarantees and security) are not complied with, the financier may be entitled to default the Company under the Facility Agreement which would jeopardise the Company's financial arrangements under the Facility Agreement.

Disadvantages of the proposed financial assistance

The disadvantages of the proposed financial assistance include the following:

- (a) the Paragon Care subsidiaries will become liable for the amounts due under the Facility Agreement;
- (b) the operations of the Paragon Care Group may become restricted by the representations and undertakings in the Facility Agreement and related finance documents;

- (c) although the Directors consider this unlikely, the Company or certain other group companies may default under the new Facility Agreement;
- (d) in the event of a default, the Bank may make a demand under the guarantees provided by the Paragon Care Group requiring immediate repayment of the amounts due under the Facility Agreement, which may result in a winding up of one or more of the members in the Paragon Care Group; and
- (e) in the event of a default, the Bank will be entitled to enforce the security granted by the members of the Paragon Care Group (which includes the Paragon Care subsidiaries) and accordingly take control of, and realise, all of the assets and undertaking of such companies.

The Directors have considered the giving of the financial assistance and are of the opinion that there are reasonable grounds to believe that it is in the best interests and for the commercial benefit of the Paragon Care Group. Furthermore, it is common for subsidiaries to provide guarantees and undertakings of the type outlined above.

Other relevant information

The Directors consider that there is no other information that is known to the Company that is material to a Shareholder's decision on how to vote on Resolution 1, other than information which it would be unreasonable to require the Company to include in this Explanatory Material as the Company has previously disclosed the information to its shareholders.

Notice to ASIC

A copy of this Notice of Meeting was lodged with the ASIC before being sent to the Shareholders of the Company, as required by section 260B(5) of the Corporations Act.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

GLOSSARY

\$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time.

EGM or **Extraordinary General Meeting** means the General Meeting of the shareholders of the Company which is the subject of this Notice of Meeting.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange as the context requires.

Board means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors.

Chairman means the person appointed to chair the Meeting of the Company convened by the Notice.

Company or **PGC** means Paragon Care Limited ABN 76 064 551 426.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement which forms part of this Notice.

Listing Rules means the Listing Rules of ASX, as amended from time to time.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice or **Notice of Meeting** means the Notice of EGM of the Company.

Proxy Form means the proxy form attached to the Notice;

Resolution means a resolution to be put to Paragon Care Limited Shareholders at the EGM, as set out in the Notice of Meeting.

Paragon Care Group or **Paragon Care Limited** means the Company and its wholly owned subsidiaries.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the Company.

Shareholder means shareholder of the Company.


Share Registry means Link Market Services Limited (ACN 083 214 537) or any other person appointed as registrar of the register of members of the Company from time to time.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Paragon Care Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Paragon Care Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:30am (AEST) on Tuesday, 7 July 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by registering your attendance online at https://us02web.zoom.us/webinar/register/WN_YWszFaEISXijqxrGu0aU8A, following which you will receive the dial-in details of the Meeting. You can view and download the **Notice of General Meeting and Explanatory Memorandum** at the Company's website at <https://www.paragoncare.com.au/asx-announcements> and on the Australian Stock Exchange Announcement Platform.

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

VOTING DIRECTIONS


Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolution

For Against Abstain*

1 Approval of Financial Assistance

STEP 2

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

PGC PRX2001A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEST) on Sunday, 5 July 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Paragon Care Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)



ACCESS YOUR NOTICE OF ANNUAL GENERAL MEETING

To view or download the full **Notice of Meeting and Explanatory Memorandum** which sets out the Agenda (including details of all resolutions being put to the meeting) please visit the company's website. Per modifications of the Corporations Act 2001 and the Corporations Regulations 2001 under Corporations (Coronavirus Economic Response) Determination (no.1) 2020 ("Determination") no hard copy Notice of Meeting and Explanatory Memorandum has been included in this mailing, the Notice of Meeting for the purposes of this meeting has been given to those entitled to receive by use of one or more technologies.