

## Completion of the merger and general meeting

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Paragon Care Limited (ASX:PGC) (**Paragon**) refers to the proposed merger with CH2 Holdings Pty Limited (**CH2**) under which Paragon will acquire all of the issued share capital in CH2 in exchange for the issue of shares in Paragon (**Merger**).

### Completion

Paragon advises that, subject to the approval of the Merger resolutions by the requisite majorities at the general meeting of Paragon shareholders commencing at 12.00pm (Melbourne time) today (**Meeting**) and satisfaction of all other conditions, completion of the Merger is expected to take place on 3 June 2024.

Paragon notes that completion was expected to occur on 4 June 2024 as described in the Notice of Meeting and Explanatory Memorandum released to the ASX on 2 May 2024. The parties have made substantial progress towards completion and now intend for this to occur on 3 June 2024, subject to the satisfaction of the relevant conditions.

### Chairman's address and presentation

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at the Meeting:

- 1 chairman's address; and
- 2 Meeting presentation slides.

Paragon shareholders may participate in the Meeting via the online platform at [https://vistra.zoom.us/webinar/register/WN\\_k5IYQBldRAiNrkeC15D2Tg](https://vistra.zoom.us/webinar/register/WN_k5IYQBldRAiNrkeC15D2Tg). Details as to how to attend and participate in the Meeting are included in the Notice of Meeting and Explanatory Memorandum released to the ASX on 2 May 2024.

The voting results of the Meeting will be communicated to the ASX shortly after the conclusion of the Meeting.

For further information, please contact:

**John Walstab**  
Chief Executive Officer  
[john.walstab@paragoncare.com.au](mailto:john.walstab@paragoncare.com.au)

This announcement is authorised for release to the market by the Board of Directors of Paragon Care Limited.

## Chairman's address

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### **Shane Tanner, Chairman**

Good afternoon, everyone. My name is Shane Tanner, Chair of Paragon Care Limited, and it is my pleasure to welcome you to the General Meeting of Paragon Care Limited regarding the merger with CH2 Holdings Pty Limited, who I will refer to as CH2.

This meeting is being held virtually. Shareholders will be able to participate, ask questions, and cast direct votes at the appropriate times whilst the meeting is in progress.

As the time is now 12.00pm, and Paragon has complied with the relevant requirements for convening this meeting and we received confirmation that a quorum is present, I formally declare the meeting open.

I am joined through the webcast today by my fellow Directors:

- Geoff Sam;
- Brent Stewart; and
- Alan McCarthy.

I would also like to welcome our CEO & Managing Director, John Walstab, our Chief Financial Officer, Michael Peters, and our Company Secretary, Claire Newstead-Sinclair.

In addition, I would also like to welcome David Collins, Carmen Riley and Peter Lacaze as incoming Directors, should Merger Resolutions 4 to 6 of the Notice of Meeting pass.

### **Purpose, Notice of Meeting and Explanatory Memorandum**

The purpose of this meeting is for shareholders to consider and vote on resolutions regarding the proposed merger of Paragon and CH2. Paragon proposes to acquire all of the issued share capital in CH2 in exchange for issuing shares to the CH2 sellers. The approval of these resolutions is a condition precedent to the merger.

We believe that the merger will create a leading healthcare wholesaler, distributor and manufacturer in the Asia Pacific region.

Further information regarding the merger has been included in the Notice of the Meeting and Explanatory Memorandum.

The Notice of the Meeting and Explanatory Memorandum have been given in accordance with Paragon's Constitution and copies are available for you on Paragon's website, the share registry's online voting site, and on the ASX Market Announcements Platform. This contains important information about the merger.

I will take the Notice of Meeting and Explanatory Memorandum, as read.

The format of today's meeting will be:

- 1 First, to consider the business on today's agenda.
- 2 Secondly, we will then proceed with a Q&A session on the items of business, following which shareholders will be provided an additional minute to vote on the Merger Resolutions.

As previously advised, this is a virtual meeting and shareholders will be able to ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Claire Newstead-Sinclair, our Company Secretary, will now outline the procedures for today's meeting.

## **Claire Newstead-Sinclair, Company Secretary**

Thank you, Shane.

As mentioned earlier, shareholders will be able to participate, ask questions, and cast direct votes at the appropriate time whilst the meeting is in progress.

You will see today's presentation slides on the online platform. These presentation slides were lodged with the ASX this morning and are available on the ASX website.

Visitors and Media are reminded that whilst we welcome you at this meeting, it is a shareholders meeting, and you may not make comments or ask questions.

We may experience some time lag, and this may cause some delay in your text questions or comments coming to our attention. We encourage you to lodge them as early as you can.

### **How to ask a question via text**

Shareholders wishing to ask questions via text, please take note of the following instructions:

- Please select the 'Q&A' icon located at the bottom of your screen.
- Type your questions in the 'Ask a question' box and press the send arrow. Your questions will be addressed at the appropriate time.

### **How to ask a question via audio**

Shareholders wishing to speak and ask a question, an audio questions facility is available during this meeting, please follow this process:

- Please select the 'Raise Hand' icon located at the bottom of your screen.
- You will be placed on queue and authorised to speak when we reach the Q&A session. Prior to asking your question, please state your full name and who you are representing.

### **How to vote**

Regarding voting on today's resolutions, all shareholders, proxyholders and authorised corporate representatives and attorneys of shareholders who are entitled to vote will be able to do so via the webinar poll.

It is important to note that if you have lodged a proxy form and voted prior to the meeting, you do not need to vote again at this meeting unless you wish to change your proxy instruction.

For those proxyholders, shareholders and authorised corporate representatives who have not yet voted prior to the meeting, please cast your votes on each of the Merger Resolutions when the poll is opened.

For proxyholders, you will have a summary of proxy votes which detail the voting instructions, if any, for the items of business. By completing the voting via the webinar poll, when instructed to vote in a particular manner, you are deemed to have voted in accordance with those instructions.

Where the Chair has been appointed proxy on behalf of the shareholder, Mr Shane Tanner, as the Chair of the meeting, intends to be voting these in favour of all the Merger Resolutions.

When the poll is declared open, a poll window will appear:

- To vote, simply select the direction in which you would like to cast your vote. The selected option will be marked.

- To submit your votes, simply click on the 'Submit' button.
- You will have the ability to change your vote, up until the time voting is closed.

Voting on all Merger Resolutions is allowed up until the time the poll is closed. After the meeting closes, your votes will be counted by our registry, Link Market Services, and the results will be lodged on the ASX Market Announcement Platform as soon as available today.

## **Shane Tanner, Chairman**

Thank you, Claire.

Before turning to the formal business of the meeting, I would like to say a few words about the proposed merger with CH2.

### **Merger overview**

As announced to shareholders on 1 March 2024, CH2 is an Australian based distributor and wholesaler of pharmaceuticals, nutritional, medical consumables and complementary medicines. It operates across 8 distinct business units and distributes a range of products to the healthcare industry.

Under the merger, Paragon will acquire all of the issued share capital in CH2. In exchange, Paragon will issue a total of 943,524,072 ordinary shares to the two CH2 sellers. If all Merger Resolutions are approved and the merger completes, the CH2 Sellers will hold approximately 57% of Paragon's shares in aggregate.

As outlined in the Notice of Meeting and Explanatory Memorandum, approval of the Merger Resolutions is one of the conditions precedent to the merger. The only other outstanding conditions precedent are customary conditions in respect of no material adverse change of either Paragon or CH2 occurring before completion and a time based condition regarding quotation of shares. The Directors are not aware of any circumstances which would cause the outstanding conditions precedent to not be satisfied.

If the Merger Resolutions are approved today by the requisite majorities, subject to the satisfaction of all other remaining conditions precedent, completion of the merger is expected to occur today, 3 June 2024.

### **Reasons to vote for or against the Merger Resolutions**

As outlined in the Notice of Meeting and Explanatory Memorandum, the Directors have identified a number of reasons why you may wish to vote in favour of the Merger Resolutions and why you may wish to vote against them. These are set out in further detail in the Notice of Meeting and Explanatory Memorandum and summarised on the slide now showing.

The Directors have considered a range of issues, subject always to our overriding duty to act in the best interests of all shareholders.

The Directors consider that the merger has a compelling strategic rationale. It is a transformative transaction for Paragon and will enable both Paragon and CH2 to strengthen their combined operational capabilities in growing healthcare markets.

### **Independent Expert's conclusion**

The Directors commissioned ShineWing Australia Securities Pty Ltd to provide an independent expert's report on the merits of the merger. The Independent Expert has concluded that, in the absence of a superior proposal, the merger is fair and reasonable to shareholders.

The Independent Expert assessed the fair market value of a Paragon share post-completion (on a minority basis) to be in the range of \$0.29 to \$0.39. This is compared to the fair market value of a Paragon share pre-completion (on a control basis) of between \$0.30 to \$0.36.

The Independent Expert's full report is contained in Annexure 2 of the Notice of Meeting and Explanatory Memorandum.

### **Directors' recommendation**

As at the time of this meeting, no superior proposal has emerged nor are the Directors aware of any superior proposal likely to emerge. As such, the Directors unanimously recommend that shareholders vote in favour of the Merger Resolutions subject to the following qualifications.

John Walstab makes no recommendation regarding Merger Resolutions 2 and 3 given his direct interest in these resolutions.

All Directors have also instructed that the shares they hold or control be voted in favour of all Merger Resolutions. This is subject to the applicable voting exclusions.

### **Merger Resolutions**

We will now turn to the business of the meeting.

Before opening the poll, I wish to remind shareholders that the poll will remain open for an additional minute after we have considered all Merger Resolutions. If you have any questions on the formal part of today's agenda, please follow the questions process which was previously outlined by our Company Secretary, and we will address your questions after the last resolution.

I now declare the poll open.

#### ***Merger Resolution 1***

I now move to the first Merger Resolution in today's Notice of Meeting which pertains to the proposed issue of 943,524,072 ordinary shares to the CH2 Sellers as consideration under the merger.

I now propose that shareholders consider and, if thought fit, pass Merger Resolution 1 as set out in the Notice of Meeting, and as displayed on your screen.

In respect to this item of business, the following proxies have been received as outlined in the presentation:

- 98.97% of votes in favour;
- 0.12% of votes against; and
- 0.92% of votes undirected, which I will vote in favour.

I move that shareholders consider and, if thought fit, pass the ordinary resolution.

#### ***Merger Resolution 2***

I now move to Merger Resolution 2 which pertains to the approval of issue of 26,000,000 Performance Rights to Mr John Walstab.

I now propose that shareholders consider and, if thought fit, pass the Merger Resolution 2 as set out in the Notice of Meeting, and as displayed on the screen.

In respect to this item of business, the following proxies have been received as outlined in the presentation:

- 97.19% of votes in favour;

- 1.44% of votes against; and
- 1.37% of votes undirected, which I will vote in favour.

I move that shareholders consider and, if thought fit, pass the ordinary resolution.

### ***Merger Resolution 3***

I now move to Merger Resolution 3 which pertains to the approval of waiver of all vesting conditions for 43,913,138 Performance Rights.

I now propose that shareholders consider and, if thought fit, pass the Merger Resolution 3 as set out in the Notice of Meeting, and as displayed on the screen.

In respect to this item of business, the following proxies have been received as outlined in the presentation:

- 95.60% of votes in favour;
- 3.88% of votes against; and
- 0.52% of votes undirected, which I will vote in favour.

I move that shareholders consider and, if thought fit, pass the ordinary resolution.

### ***Merger Resolution 4***

I now move to Merger Resolution 4 which pertains to the proposed appointment of David Collins as a Director of Paragon.

I now propose that shareholders consider and, if thought fit, pass the Merger Resolution 4 as set out in the Notice of Meeting, and as displayed on the screen.

In respect to this item of business, the following proxies have been received as outlined in the presentation:

- 98.96% of votes in favour;
- 0.10% of votes against; and
- 0.95% of votes undirected, which I will vote in favour.

I move that shareholders consider and, if thought fit, pass the ordinary resolution.

### ***Merger Resolution 5***

I now move to Merger Resolution 5, which pertains to the proposed appointment of Carmen Riley as a Director of Paragon.

I now propose that shareholders consider and, if thought fit, pass the Merger Resolution 5 as set out in the Notice of Meeting, and as displayed on the screen.

In respect to this item of business, the following proxies have been received as outlined in the presentation:

- 98.97% of votes in favour;
- 0.08% of votes against; and
- 0.95% of votes undirected, which I will vote in favour.

I move that shareholders consider and, if thought fit, pass the ordinary resolution.

### ***Merger Resolution 6***

I now move to Merger Resolution 6, which pertains to the proposed appointment of Peter Lacaze as a Director of Paragon.

I now propose that shareholders consider and, if thought fit, pass the Merger Resolution 6 as set out in the Notice of Meeting, and as displayed on the screen.

In respect to this item of business, the following proxies have been received as outlined in the presentation:

- 98.95% of votes in favour;
- 0.10% of votes against; and
- 0.95% of votes undirected, which I will vote in favour.

I move that shareholders consider and, if thought fit, pass the ordinary resolution.

### **Questions**

We will now go to shareholders' questions.

### **Finalisation of voting**

We will now provide shareholders with an additional minute for poll voting to be completed. Please vote if you have not already done so.

As the additional minute is now up, I now declare the poll closed.

Once the poll results have been processed, we will announce the results later today on the ASX Market Announcements Platform.

### **Conclusion**

This concludes the formal part of the meeting.

On behalf of the Directors, I would like to take this opportunity to thank all of our shareholders for their continued support of Paragon. The merger represents a significant milestone for Paragon.

Since Paragon has not received notice of any other business, I declare the meeting closed.



# General Meeting – Merger with CH2

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3 June 2024

ParagonCare Limited  
ASX : PGC







Shane Tanner  
Chairman

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Welcome

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# Introduction – Board Directors



Shane Tanner  
Chairman



John Walstab  
CEO & Managing Director



Alan McCarthy  
Non-Executive Director



Geoffrey Sam  
Non-Executive Director



Brent Stewart  
Non-Executive Director

# Merger with CH2

- ParagonCare Limited (**ParagonCare**) to merge with CH2 Holdings Pty Limited (**CH2**).
- ParagonCare proposes to acquire all of the issued shares in CH2 and issue 943,524,072 ordinary shares in ParagonCare to the CH2 sellers.
- This General Meeting is being held to consider the resolutions required to effect the merger.
- Approval of the resolutions are a condition precedent to the merger.

*A transformational merger of ParagonCare and CH2; creating a leading healthcare wholesaler, distributor and manufacturer operating across growing healthcare markets in Australia, New Zealand and Asia. This is a strategic transaction to capitalise on and strengthen our combined operational capabilities in these rapidly growing markets.*

## Format Of Meeting

1. Formal Business
2. Q&A session (Formal Business)





Claire Newstead-Sinclair  
Company Secretary

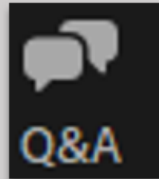
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## Question / Voting Procedures

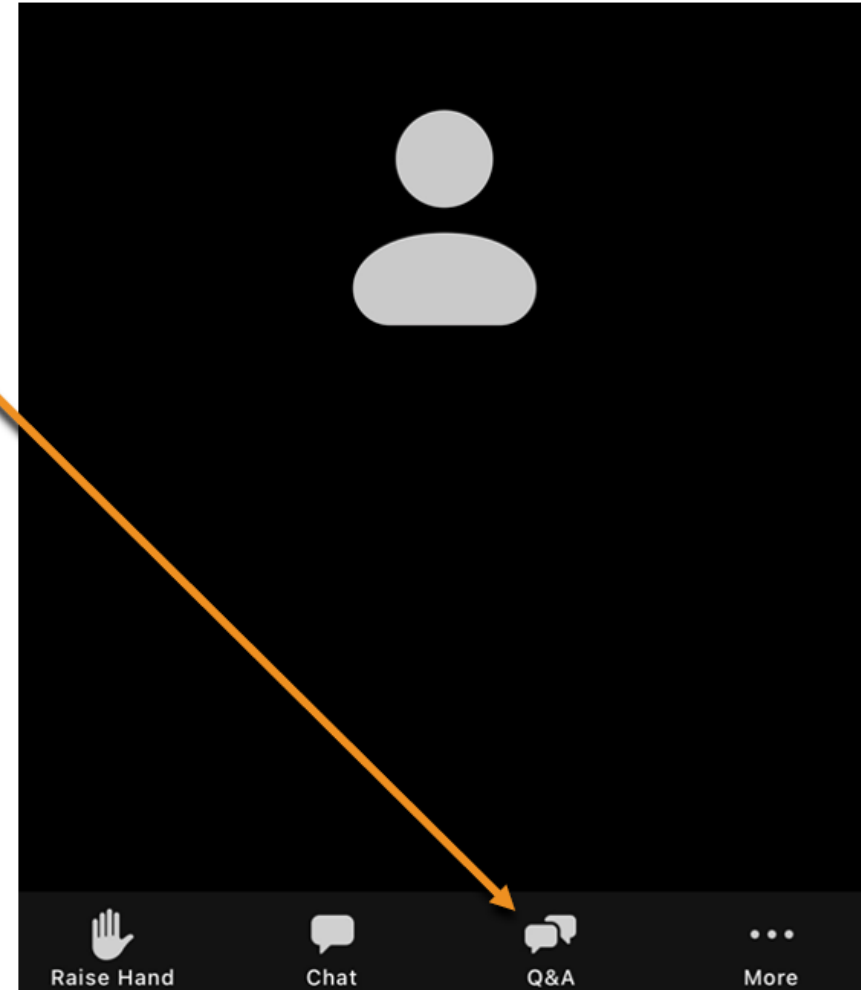
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# Text Question Process

Select **Q&A icon** located at the bottom of your screen

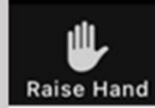


To submit a question, type your question in the "Ask a question" box and press the send arrow

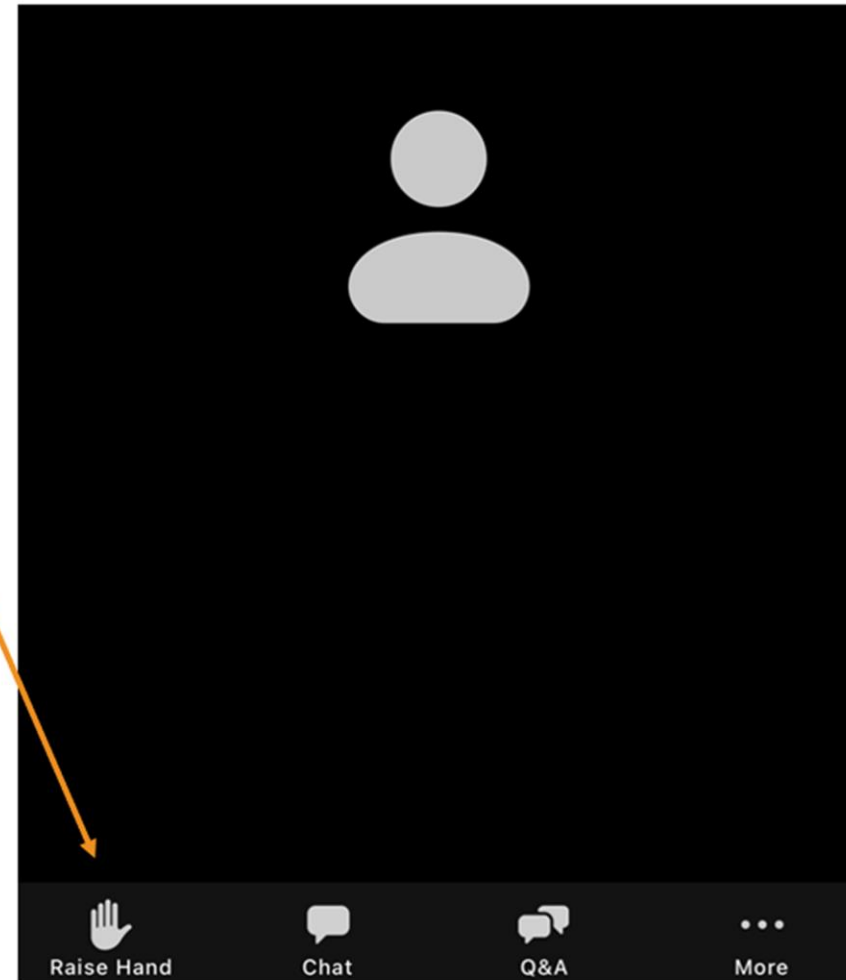


# Audio Question Process

Select the **Raise Hand** icon located at the bottom of your screen.



You will be placed on queue and will be authorised to speak when we reach the Q&A session.



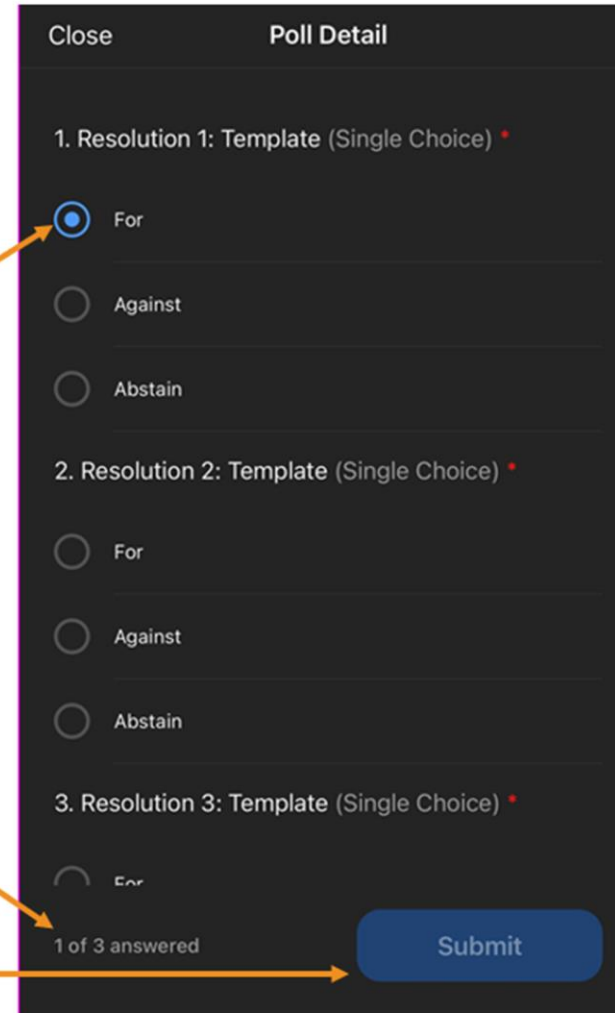
# Poll Procedure

When open, a poll window will appear on your screen.

To vote simply select the direction in which you would like to cast your vote. The selected option will be marked.

The number of resolutions on which you have cast your votes will also be indicated on your screen.

Click on submit to cast your votes.



The screenshot shows a mobile application interface for a poll. At the top, there are two tabs: 'Close' and 'Poll Detail'. The 'Poll Detail' tab is active. Below the tabs, there are three sections for resolutions, each titled 'Resolution X: Template (Single Choice) \*'. Each section contains three radio button options: 'For', 'Against', and 'Abstain'. The first 'For' option is selected, indicated by a blue dot. At the bottom of the screen, there is a status bar showing '1 of 3 answered' and a blue 'Submit' button. Four orange arrows point from the text boxes on the left to specific elements in the poll window: the first points to the 'Poll Detail' tab, the second points to the selected 'For' radio button, the third points to the '1 of 3 answered' status, and the fourth points to the 'Submit' button.

Close Poll Detail

1. Resolution 1: Template (Single Choice) \*

☒ For

☐ Against

☐ Abstain

2. Resolution 2: Template (Single Choice) \*

☐ For

☐ Against

☐ Abstain

3. Resolution 3: Template (Single Choice) \*

☐ For

1 of 3 answered

Submit





# Overview of the Merger

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General Meeting

ParagonCare Limited  
ASX : PGC



# Overview

- CH2 is an Australian based distributor and wholesaler of pharmaceuticals, nutritional, medical consumables and complementary medicines. CH2 operates across 8 distinct business units.

HOSPITAL PHARMACY	RETAIL PHARMACY	AGED & COMMUNITY CARE	PRIMARY CARE	PRIVATE LABEL	HOSPITAL MEDICAL	COMPLEMENTARY MEDICINES	CONTRACT LOGISTICS
 <p><b>MARKET SIZE: \$6.3B</b> <b>MARKET GROWTH: 10%</b></p> <ul style="list-style-type: none"> <li>Public Hospital</li> <li>Private Hospital</li> <li>Retail Hospital Pharmacy</li> </ul>	 <p><b>MARKET SIZE: \$17.8B</b> <b>MARKET GROWTH: 13.2%</b></p> <ul style="list-style-type: none"> <li>Independent retail pharmacies</li> <li>Non affiliated groups</li> <li>Affiliated groups (2nd line wholesaler)</li> </ul>	 <p><b>MARKET SIZE: \$0.75B</b> <b>MARKET GROWTH: 4%</b></p> <ul style="list-style-type: none"> <li>Aged care facilities</li> <li>Community clients</li> </ul>	 <p><b>MARKET SIZE: \$0.4B</b> <b>MARKET GROWTH: 2%</b></p> <ul style="list-style-type: none"> <li>Medical Centres</li> <li>Allied Health</li> <li>Radiology</li> <li>Day Surgeries</li> <li>Dental</li> </ul>	 <p><b>MARKET SIZE: \$5B</b> <b>MARKET GROWTH: 5%</b></p> <ul style="list-style-type: none"> <li>Hospitals</li> <li>Aged Care</li> <li>Primary Care</li> <li>Retail Pharmacies</li> </ul>	 <p><b>MARKET SIZE: \$5B</b> <b>MARKET GROWTH: 6.5%</b></p> <ul style="list-style-type: none"> <li>Public Hospital</li> <li>Private Hospital</li> </ul>	 <p><b>MARKET SIZE: \$1B</b> <b>MARKET GROWTH: 5%</b></p> <ul style="list-style-type: none"> <li>Health Food Retail with &amp; without Practitioner</li> <li>Naturopath</li> <li>Retail Pharmacy</li> <li>Online Retailers</li> <li>Online Prescribe Patients (via doctors)</li> </ul>	 <p><b>MARKET SIZE: \$3.38B</b></p>

- ParagonCare will acquire all of the issued shares in CH2 and issue 943,524,072 ordinary shares in ParagonCare to the CH2 sellers.
- The CH2 sellers will hold ~57% of ParagonCare shares in aggregate if all Merger Resolutions are approved.
- Conditions precedent include approval of the Merger Resolutions, receipt of ASIC and ASX approvals, receipt of third-party consents and other customary conditions.
- Completion of the merger is expected to occur on 4 June 2024.

# Reasons to vote for or against the Merger Resolutions

Reasons you may vote IN FAVOUR OF the Merger Resolutions	
✓	The Directors unanimously recommend that you vote in favour of all Merger Resolutions, in the absence of a superior proposal
✓	The Independent Expert has concluded that, in the absence of a superior proposal, the merger is fair and reasonable to shareholders
✓	The merged group is expected to have combined estimated FY24 proforma revenues of \$3.3 billion and EBITDA of \$93 million <sup>1</sup>
✓	The merger is expected to be earnings accretive
✓	The merger is expected to generate annual synergies of more than \$5 million in FY25 and a total of approximately \$12 million per annum from FY26 <sup>2</sup>
✓	The merged group will have a broad geographic reach and enable both organic and acquisitive growth
✓	There are cross-selling opportunities across the ParagonCare and CH2 businesses
✓	Experienced board and management in the growing healthcare market
Reasons you may vote AGAINST the Merger Resolutions	
✗	You may disagree with the ParagonCare board's recommendation or the Independent Expert's conclusion
✗	The risk profile of ParagonCare will change, which you may consider to be disadvantageous to you relative to the risk profile of the current ParagonCare business
✗	Dilution of shareholding
✗	Share register concentration
✗	Impact on future control transactions and influence of the CH2 sellers

<sup>1</sup> Based on 9 months of actual, and 3 months of forecast, revenue and EBITDA for ParagonCare and CH2 respectively. These pro-forma forecast financials include a normalisation adjustment for the full-year impact of the Osborne acquisition for CH2. Combined financials exclude annual synergies, transaction costs and restructuring costs.

<sup>2</sup> Additional detail on the sources of the expected synergies is contained in Section 7.1(b) of the Notice of Meeting and Explanatory Memorandum.

# Independent Expert's conclusion

- The Independent Expert has concluded that, in the absence of a superior proposal, the merger is **fair and reasonable** to shareholders.
- In reaching this conclusion:
  - The Independent Expert assessed the fair market value of a ParagonCare share post-completion (on a minority basis) to be in the range of **\$0.29 to \$0.39**.
  - The Independent Expert assessed the fair market value of a ParagonCare share pre-Completion (on a control basis) of between **\$0.30 to \$0.36**.

## Directors' recommendation

- The Directors unanimously recommend that shareholders **vote in favour** of all Merger Resolutions, in the absence of a superior proposal.<sup>1</sup>
- No superior proposal has emerged at the time of this meeting and the Directors are not aware of any superior proposal likely to emerge.
- In the absence of a superior proposal and subject to the applicable voting exclusions, each Director has instructed that any ParagonCare shares they hold or control be **voted in favour** of all Merger Resolutions.
- The interests of the Directors in ParagonCare shares, Performance Rights and the merger are disclosed in the Notice of Meeting and Explanatory Memorandum.

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<sup>1</sup> John Walstab makes no recommendation in respect of Merger Resolution 2 (issue of Performance Rights to Mr John Walstab) and Merger Resolution 3 (approval of waiver of vesting conditions for Performance Rights) given his direct interest in these resolutions.





# Formal Business

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General Meeting

ParagonCare Limited  
ASX : PGC



# Merger Resolution 1

## PROPOSED ISSUE OF THE CONSIDERATION SHARES TO THE CH2 SELLERS

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

*“That, for the purposes of item 7 of section 611 of the Corporations Act and for all other purposes, approval is given for ParagonCare to issue 943,524,072 ParagonCare Shares to the CH2 Sellers, which will represent approximately 57% (or a maximum of 59%) of the ParagonCare Shares on issue immediately after Completion, as consideration for the acquisition by ParagonCare of all of the issued capital in CH2, on the basis set out in the Explanatory Memorandum.”*

In Favour	Against	Proxy’s Discretion	Abstain
393,002,637	471,818	3,634,479	654,094
98.97%	0.12%	0.92%	N/A

### Further information

- The Directors unanimously recommend that eligible shareholders vote in favour of this Merger Resolution.
- The Chair will vote undirected proxies in favour of this Merger Resolution.
- Voting exclusions are included in the Notice of Meeting.

# Merger Resolution 2

## APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR JOHN WALSTAB

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

*“That the grant of 26,000,000 Performance Rights (being a right to acquire up to 26,000,000 fully paid ordinary shares in ParagonCare, subject to the satisfaction of relevant vesting conditions) to Mr John Walstab, Managing Director of ParagonCare, (or his nominee) under the ParagonCare Employee Incentive Plan on the basis set out in the Explanatory Memorandum is approved under and for the purpose of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes.”*

In Favour	Against	Proxy’s Discretion	Abstain
259,200,280	3,827,771	3,660,462	1,079,739
97.19%	1.44%	1.37%	N/A

### Further information

- The Directors (except John Walstab) unanimously recommend that eligible shareholders vote in favour of this Merger Resolution.
- The Chair will vote undirected proxies in favour of this Merger Resolution.
- Voting exclusions are included in the Notice of Meeting.



# Merger Resolution 3

## APPROVAL OF WAIVER OF VESTING CONDITIONS FOR PERFORMANCE RIGHTS

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

*“Subject to the approval of Merger Resolution 2, that, for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, approval is given for the ParagonCare Board to exercise its discretion under clause 6.2 of the ParagonCare Employee Incentive Plan to waive all vesting conditions attaching to all Performance Rights on issue, on the basis set out in the Explanatory Memorandum.”*

In Favour	Against	Proxy’s Discretion	Abstain
239,159,920	9,715,088	1,294,060	917,624
95.60%	3.88%	0.52%	N/A

### Further information

- The Directors (except John Walstab) unanimously recommend that eligible shareholders vote in favour of this Merger Resolution.
- The Chair will vote undirected proxies in favour of this Merger Resolution.
- Voting exclusions are included in the Notice of Meeting.

# Merger Resolution 4

## PROPOSED APPOINTMENT OF DAVID COLLINS AS A DIRECTOR OF PARAGONCARE

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

*“That David Collins be appointed as a director of ParagonCare subject to, and with effect from completion of, the acquisition of CH2.”*

In Favour	Against	Proxy’s Discretion	Abstain
392,714,822	389,059	3,757,555	903,592
98.96%	0.10%	0.95%	N/A

### Further information

- The Directors unanimously recommend that eligible shareholders vote in favour of this Merger Resolution.
- The Chair will vote undirected proxies in favour of this Merger Resolution.
- There are no voting exclusions on this Merger Resolution.

# Merger Resolution 5

## PROPOSED APPOINTMENT OF CARMEN RILEY AS A DIRECTOR OF PARAGONCARE

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

*“That Carmen Riley be appointed as a director of ParagonCare subject to, and with effect from completion of, the acquisition of CH2.”*

In Favour	Against	Proxy’s Discretion	Abstain
392,402,925	327,547	3,759,684	1,274,872
98.97%	0.08%	0.95%	N/A

### Further information

- The Directors unanimously recommend that eligible shareholders vote in favour of this Merger Resolution.
- The Chair will vote undirected proxies in favour of this Merger Resolution.
- There are no voting exclusions on this Merger Resolution.

# Merger Resolution 6

## PROPOSED APPOINTMENT OF PETER LACAZE AS A DIRECTOR OF PARAGONCARE

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

*“That Peter Lacaze be appointed as a director of ParagonCare subject to, and with effect from completion of, the acquisition of CH2.”*

In Favour	Against	Proxy’s Discretion	Abstain
392,781,413	389,059	3,759,684	834,872
98.95%	0.10%	0.95%	N/A

### Further information

- The Directors unanimously recommend that eligible shareholders vote in favour of this Merger Resolution.
- The Chair will vote undirected proxies in favour of this Merger Resolution.
- There are no voting exclusions on this Merger Resolution.



# Q&A Session (Formal Business)

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# Poll on Resolutions & Close of Formal Business

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**Thank you for joining us today**

**ParagonCare**