

## NOTICE OF ANNUAL GENERAL MEETING 2024

We are pleased to invite you to attend the Annual General Meeting (AGM) for Peoplecare Health Limited (ABN 95 087 648 753). This year's AGM will run as a hybrid event, with the option to attend in person or virtually.

The Annual General Meeting will be held:

**Date:** Wednesday 20 November 2024  
**Time:** 7pm  
**Venue:** The Sage Hotel, Waters Edge Room  
60-62 Harbour Street, Wollongong

If you would like to attend in-person, please email [company.secretary@peoplecare.com.au](mailto:company.secretary@peoplecare.com.au) by **Wednesday 13 November 2024**.

### VIRTUAL ATTENDANCE

Peoplecare is partnering with Vero Voting, an Australian Company. Vero complies with the Australian Privacy Principles. Their Privacy Policy is available at [peoplecare.com.au/agm](https://peoplecare.com.au/agm) or via the online portal at [peoplecare.verovoting.com.au](https://peoplecare.verovoting.com.au). During the lead up to the AGM, members may receive confirmation and reminder emails directly from Vero Voting on Peoplecare's behalf.

Members must register to join the AGM via the online portal at [peoplecare.verovoting.com.au](https://peoplecare.verovoting.com.au). Registration opens at **5pm (AEDT) on Monday, 21 October 2024** and closes at **7.00pm (AEDT) on Monday, 18 November 2024**.

For more information about how to join via the online portal, including how to ask questions, please refer to the AGM FAQs at [peoplecare.com.au/agm](https://peoplecare.com.au/agm).

### VOTING

Voting will also be conducted using Vero Voting, as per information outlined above. To place your vote, please visit: [peoplecare.verovoting.com.au](https://peoplecare.verovoting.com.au).

A member who is entitled to attend and vote at the AGM has the right to appoint a proxy to attend and vote on their behalf.

Members can appoint a proxy via the online portal at [peoplecare.verovoting.com.au](https://peoplecare.verovoting.com.au).

The appointment of a proxy must be received no later than **7.00pm (AEDT) on Monday, 18 November 2024**.

There are four resolutions for members to vote on at this year's AGM.

1. Ordinary Resolution – Appointment of External Auditor  
To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, subject to receiving ASIC's consent, and being qualified and Ernst and Young consenting to act as auditor of the Company, Ernst and Young be appointed as the Company's auditor in

accordance with the Corporations Act, effective from the satisfaction of the conditions of this Resolution and the Directors be authorised to agree the remuneration".

Please visit [peoplecare.com.au/changeofauditor](https://peoplecare.com.au/changeofauditor) to read the Explanatory Memorandum.

2. Special Resolution <sup>1</sup> – Adoption of Constitution

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

"That, under section 137 of the Corporations Act 2001, the Constitution for Peoplecare Health Limited (Peoplecare) in the form presented to the Annual General Meeting be adopted as the Constitution of Peoplecare in substitution for and to the exclusion of the existing Peoplecare Constitution."

Please visit [peoplecare.com.au/constitution](https://peoplecare.com.au/constitution) to read the Constitution and Explanatory Memorandum.

3. Ordinary Resolution – Approval to Increase Non-Executive Directors' Remuneration Pool;

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

"That, for the purposes of Clause 11.2 of the Constitution, members approve the increase of the maximum total aggregate amount of fees payable to non-executive Directors from \$495,000 to \$615,000 per annum on the terms and conditions set out in the Explanatory Memorandum".

Please visit [peoplecare.com.au/remuneration](https://peoplecare.com.au/remuneration) to read the Explanatory Memorandum.

4. Ordinary Resolution - Director Election - Election of two Directors for three-year terms.

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

In accordance with the Clause 4.5 of the Constitution, two Director vacancies must be filled by member vote at the forthcoming AGM. The Company sought expressions of interest from members in August 2024 and this process has brought forward nominations from 19 members seeking appointment to the Board.

Please visit [peoplecare.com.au/directorelections](https://peoplecare.com.au/directorelections) to read each candidate's supporting statement.

## QUESTIONS FROM MEMBERS IN ADVANCE

Questions from members in advance of the AGM are welcomed and should be received by **5:00pm (AEDT) on Monday, 18 November 2024**.

Responses to member questions will be provided via the online portal or the more frequently raised questions will be addressed by the Chair during the AGM.

Members can ask a question in advance via the online portal at [peoplecare.verovoting.com.au](https://peoplecare.verovoting.com.au).

## AGENDA

The following will be agenda items for the 2024 AGM:

**1. Welcome to Members and Acknowledgment of Country**

**2. Financial Statements and Reports**

To receive the financial report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2024.

**3. Resignation External Auditor**

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<sup>1</sup> A special resolution must be passed by at least 75% of the votes cast by members

4. **Chair's address**
5. **CEO's address**
6. **Resolution 1: Appointment of External Auditor**
7. **Resolution 2: Adoption of Constitution**
8. **Resolution 3: Director Remuneration**  
Approval to Increase Non-Executive Directors' Remuneration Pool
9. **Resolution 4: Director Elections**  
Election of two Directors for three-year terms.
10. **General Business**  
To consider any other business brought forward in accordance with the Company's Constitution or the law.

#### **AGM ENQUIRIES**

Should members have any questions please contact Peoplecare via email:  
[company.secretary@peoplecare.com.au](mailto:company.secretary@peoplecare.com.au).

#### **FURTHER INFORMATION ON THE AGM**

Information on the AGM, including access to the 2024 Annual Report, is also available at  
[peoplecare.com.au/agm](http://peoplecare.com.au/agm).

Once again, we would like to thank you for your ongoing support and look forward to your attendance at the Annual General Meeting.

Yours sincerely,



Michael Oertel  
Chairman of the Board