



epsilon

HEALTHCARE

Epsilon Healthcare Limited
ACN 614 508 039

Notice of
Annual General Meeting
11:00am (Sydney time) on 29 July 2021

Meeting Venue:
Online via the Lumi Platform

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.



Notice of 2021 Annual General Meeting

Notice is hereby given that the 2021 Annual General Meeting of Epsilon Healthcare Limited (the **Company** or **Epsilon**) is to be held at 11:00 am (Sydney time) on Thursday, 29 July 2021. In accordance with clause 15.5 of the Company's Constitution and considering the current COVID-19 pandemic, the Company will hold this meeting virtually, with shareholders able to participate via a live webcast on the Lumi platform.

Shareholders can access the Lumi platform to attend the meeting virtually at web.lumiagm.com using the meeting ID 306-645-366. Further instructions on how to attend the AGM online are attached to this Notice. The Lumi platform enables shareholders to watch the meeting live, including any presentation materials, vote online during the meeting, and to put questions to the meeting. Voting on all resolutions will be conducted by poll.

Ordinary Business of the Meeting

Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 31 December 2020. There is no requirement for a formal resolution on this item.

1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider and if thought fit, pass the following as a **non-binding ordinary resolution**:

"That the Directors' Remuneration Report for the year ended 31 December 2020 be and is hereby adopted for the purposes of the *Corporations Act 2001* (Cth)."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel;
- b) Closely Related Parties of Key Management Personnel; and
- c) as a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party

However, the Company need not disregard a vote if it is:

- i. Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or
- ii. Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.



Election of Directors

2. Resolution 2: Ordinary Resolution to Elect Alan Beasley as a Director

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

"That, Alan Beasley, retiring in accordance with Clause 20.1 of the Company's Constitution be re-elected as a director of the Company."

3. Resolution 3: Ordinary Resolution to Elect Lou Cattelan as a Director

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

"That, Lou Cattelan, retiring in accordance with Clause 20.1 of the Company's Constitution be re-elected as a director of the Company."

Share Capital Approvals

4. Resolution 4: Ordinary Resolution to Ratify April 2021 Share Issue

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 1,000,000 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Any person who participated in the share issue; or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a 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:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5: Ordinary Resolution to Ratify April 2021 KMP Share Issue

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 2,250,000 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:



- a) Any person who participated in the share issue; or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a 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:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6: Ordinary Resolution to Approve Employee Option Plan

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

"That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, approval be given to the Company's Employee Option Plan, and issue of securities thereunder, as described in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who is eligible to participate in the Company's Employee Option Plan; or
- b) A person whose votes, in ASX's opinion, should be disregarded.

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

- Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 6; and the vote is not cast on behalf of a person described in subparagraphs (a), and (b) above; or
- Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above

7. Resolution 7: Special Resolution to Approve Additional 10% Placement Capacity

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

As at the date of this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:



- a) 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 shares in the Company); or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a 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.

Other Business

8. Other Business

To transact any other business which may be legally brought before this Annual General Meeting, in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).


Steven Xu

Chairman

Epsilon Healthcare Limited

25 June 2021



Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Epsilon Healthcare Limited (**Epsilon** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact Epsilon or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 31 December 2020

The *Corporations Act 2001* (Cth) (the **Corporations Act**) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2020.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2020 Annual Report on the Company's website: epsilonhc.com.

Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2020 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.



If Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's Remuneration Report for 2021 will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. There has not been a 'No' vote of more than 25% in any past years.

Directors Recommendation

The Directors unanimously recommend that the shareholders vote in favour of adopting the Remuneration Report. The Chairman intends to vote all undirected proxies in favour of Resolution 1.

Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2020 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

Election of Directors

Resolutions 2 and 3: Ordinary Resolutions to Elect Alan Beasley and Lou Cattelan as Directors

The Company's Constitution requires that at least one director must stand for election or re-election at each Annual General Meeting, and further that no director can hold office without re-election for more than three years or their third Annual General Meeting. Accordingly, both Messrs Alan Beasley and Lou Cattelan are required to seek re-election at this Annual General Meeting.

Mr Beasley's Biography

Mr Beasley has worked in the Investment Banking and Investment Management industries for over 30 years with Bankers Trust Australia, Goldman Sachs Asset Management, and BNP Paribas Asset Management Ltd. The last two positions as Managing Director and Australian Country Head. Mr Beasley is a director and former director of several listed and unlisted public and private companies including two public charities.

Mr Beasley has a passion for and experience in assisting to bring innovative and new technology companies to market, especially in the Health and Life Sciences sectors. Alan graduated with a Bachelor of Economics, (UNE) and completed an Advanced Management Program in International Investment Management from the Graduate Business School, Stanford University, USA.

Mr Beasley is a Certified Practising Accountant, (CPA) Fellow of the Governance Institute of Australia, (FGIA) and Fellow of the Australian Institute of Company Directors. (FAICD).

Mr Cattelan's Biography

Mr Cattelan is a specialist in the pharmaceutical, nutraceutical, complementary healthcare, and allied health industry sectors with over 30 years' experience across a broad range of operational and strategic areas including, quality assurance, supply chain management, new product development, TGA and FDA regulatory compliance, sales and marketing, business development, and special projects. Mr Cattelan has sat on the Consumer Healthcare Products Australia (formerly ASMI, the peak industry body for the Australian Consumer Health Industry) Committee for Complementary Medicines as a key liaison between TGA and significant industry stakeholders.

Mr Cattelan has now retired as Head of Sales and Marketing of Contract Pharmaceutical Services of Australia (CPSA). In this role over the past 19 years, he has consulted with all major Pharma companies including Pfizer,



MSD, Mylan and GSK to take innovative concepts through to compliant finished products. He has also worked in senior hands-on positions with Ella Bache, Milpharma, Sunspot Products, Bayer Pharma and Blackmores.

Mr Cattelan is a member of the Australian Institute of Company Directors (MAICD) and has a Bachelor of Applied Science.

Directors Recommendation

In respect of Mr Beasley's re-election, the directors (other than Mr Beasley) recommend Shareholders vote in favour of Resolution 2. In respect of Mr Cattelan's re-election, the directors (other than Mr Cattelan) recommend Shareholders vote in favour of Resolution 3. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 2 and 3.

Share Capital Approvals

Resolutions 4 and 5: Ratification of Prior Share Issues

Resolutions 4 and 5 seek to ratify prior issues of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities which amount to no more than 15% of the Company's issued capital in any 12 month period per ASX Listing Rule 7.1. The effect of the ratifications proposed by Resolutions 4 and 5 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake an acquisition using its securities as consideration, to conduct a capital raising, or for other purposes.

The Company provides the following information with respect to each of Resolutions 4 and 5 pursuant to ASX Listing Rule 7.5:

Resolution 4: Ordinary Resolution to Ratify April 2021 Share Issue

Number of Securities	1,000,000 Fully Paid Ordinary Shares
Price	In lieu of cash consideration (consideration valued at \$0.25 per share)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with all existing Shares on issue
Date of Issue	9 April 2021
Persons Issued To	Consultants and employees who have provided services to the Company – 140,000 Shares to employees and 860,000 Shares to other consultants and advisors.
Purpose of Issue / Use of Funds	No cash was raised from issue. Securities were issued in lieu of cash consideration for services rendered to the Company.
Material Terms of Relevant Agreement	Securities issued to employees, consultants, and advisors in lieu of cash remuneration for their services under various agreements which are on standard commercial terms.
Voting Exclusion	A voting exclusion statement applies to this Resolution.



Resolution 5: Ordinary Resolution to Ratify April 2021 KMP Share Issue

Number of Securities	2,250,000 Fully Paid Ordinary Shares
Price	In lieu of cash remuneration (remuneration valued at \$0.25 per share)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with all existing Shares on issue
Date of Issue	27 April 2021
Persons Issued To	2,250,000 Shares to Jarrod Travers White, the Chief Executive Officer of the Company and 2,000,000 Shares to Sonny Didugu, the Chief Operating Officer of the Company
Purpose of Issue / Use of Funds	No cash was raised from issue. Securities were issued in lieu of cash remuneration agreed to be paid to the CEO and COO.
Material Terms of Relevant Agreement	The Company has disclosed the terms of the CEO and COO's remuneration in an ASX Release dated 27 April 2021.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolutions 6: Approval of Employee Share Option Plan

The Company has previously adopted the Employee Option Plan (Plan) which allows the Company to better align the interests of employees with the shareholders of the Company through the issuance of long term incentives. The securities issued under the EOP are EOP Options. Listing Rule 7.2 Exception 13 requires that any employee incentive scheme (such as the Plan) must be re-approved by shareholders every three years in order for securities issued under the scheme to be excepted from the Company's share placement capacity under Listing Rule 7.1 (the 15% rule). As the Plan was previously approved by shareholders on 15 November 2018, the Plan is being put to shareholders for re-approval at this meeting.

The Plan is designed to provide incentives to the employees and Directors of the Company and to recognise their contribution to the Company's success. Under the current circumstances the Directors consider that the incentive plans are a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as increased cash-based remuneration.

A summary of the terms of the Employee Option Plan is provided below.

Terms	Description
Employee Option Plan Issued Options	<p>The Board may in its absolute discretion, without being bound to do so, at intervals determined by the Board, issue written invitations to apply for EOP Options to Eligible Persons selected by the Board.</p> <p>Subject to the Listing Rules and the Corporations Act, unless the Eligible Person is a director or related party of the Company, shareholder approval is not required for the issuance of securities under the EOP.</p>
Eligible Persons	Only an Eligible Person may participate in the EOP, being any person considered by the Board to be an employee, contractor, or director, or an associate of an employee, contractor, or director (including past or prospective employees, contractors, or directors) of the Company or a subsidiary of the Company.



Restrictions on making an Offer	No Offer will be made to the extent that any such Offer would contravene the Company's Constitution, the Listing Rules, the Corporations Act or any other applicable law or regulation.
Rights attaching to Shares	Upon conversion of any EOP Option, the Shares issued will be fully paid ordinary shares (Shares) and will rank pari passu with the Company's existing Shares. The Company will apply for quotation of any Shares issued on conversion of the EOP Options, unless the Board agrees otherwise at the time of the issue of the EOP Options.
Takeover	In the event that a takeover or other similar corporate action is made, the Board may, in its absolute discretion, give notice to the holders of EOP Options allowing holders to convert their EOP Options irrespective of whether any vesting conditions have been met.
Participation in New Issues	A Participant may only participate in issues of securities by the Company if the Option has been exercised and a Share allotted in respect of the exercise of that Option before the record date for determining entitlements to the security issue.
Plan Administration	The Board will administer the EOP and may determine any appropriate documentation and procedures for administration of the Plan. The Board may delegate to any one person or persons (including a trustee) the exercise of the powers or discretion of the Board in administering the EOP. The Board has unfettered discretion subject only to the terms of the EOP and any statutory or regulatory restraints.
Listing Rules	In any event of inconsistency between the EOP and/or the terms of issue of any of the EOP Options and the Listing Rules, the Listing Rules prevail to the extent of any inconsistency and the terms of the EOP Options and/or the EOP will be deemed modified accordingly without further action by the Company, the Board, or the holder of the Option being required.
Termination or Suspension of the Plan	The Board may from time to time terminate or suspend the operation of the EOP and may, at any time, cancel the EOP. Any such suspension or termination will not prejudice the rights of holders of EOP Options who were granted those EOP Options prior to such termination or suspension.
Maximum Number of EOP Options	The number of EOP Options on issue under the Plan at any one time cannot exceed 15% of the fully diluted share capital of the Company at that time. Accordingly, for the purpose of ASX Listing Rule 7.2 Exception 13, the maximum number of securities that may be on issue under the EOP is calculable as above, and as at the date of this notice would indicatively be 28,906,042 securities.

In accordance with ASX Listing Rule 7.2 (Exception 13), the Company notes that since the establishment of the Plan in November 2018, the Company has issued a total of 18,100,000 EOP Options under the Plan, however only 5,400,000 EOP Options remain on issue as at the date of this Notice, with the remainder of the EOP Options having lapsed or been cancelled in accordance with their terms of issue. Since the establishment of the Plan, no EOP Options have been exercised.

Resolution 7: Approval of Additional 10% Placement Capacity

Resolution 7 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to ASX Listing Rule 7.1A. This provides the Company with a higher level of flexibility to undertake capital raisings, to complete acquisitions, or other corporate actions involving the issue of equity securities by the Company.



(a) Regulatory Framework

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions). However, ASX Listing Rule 7.1A allows a company to seek shareholder approval at an annual general meeting to have the capacity to issue an additional 10% of its equity securities in the same class as an existing quoted class of securities. If approved, the issuance capacity is available for twelve-months following the annual general meeting at which the approval was obtained. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

If Resolution 7 Is passed, the Company will be able to utilise both the 10% capacity under ASX Listing Rule 7.1A in addition to the standard 15% capacity available to all entities under ASX Listing Rule 7.1. If Resolution 7 Is not passed, the Company will only be able to use the 15% capacity under ASX Listing Rule 7.1.

If Resolution 7 is passed then the Company, within 12 months after shareholder approval, may issue up to an additional 10% of the Company's issued capital as fully paid ordinary shares calculated in accordance with the formula in ASX Listing Rule 7.1A.2 which is as follows:

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

Where:

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

- (i) plus the number fully paid ordinary securities issued in the last 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary securities that became fully paid within the last 12 months;
- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4 (this does not include an issue of fully paid shares under the equity's 15% capacity without shareholder approval);
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%

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

(b) Compliance Information

In compliance with ASX Listing Rule 7.3A, the Company provides the following information with respect to Resolution 7:

- (i) The minimum price at which equity securities may be issued under the ASX Listing Rule 7.1A capacity will be calculated in accordance with ASX Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for securities in the same class as the security being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - a. The date on which the price at which the securities are to be issued is agreed; or
 - b. If the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.



- (ii) Resolution 10 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, existing shareholders economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
- the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under rule 7.1A; and
 - the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- (iii) If Resolution 10 is approved by shareholders, the approval to issue securities under this capacity per ASX Listing Rule 7.1A will cease upon the earlier of:
- The date that is 12 months after the date of the Annual General Meeting at which the approval is gained, being 29 July 2022; or
 - The date of the approval by shareholders of a transaction under ASX Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.

- (iv) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors.

The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 and 3.10.5A upon the issue of any securities under this capacity.

- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
- the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - the effect of the issue of the securities on the control of the Company;
 - the financial situation of the Company; and
 - advice from corporate, financial and broker advisers (as may be applicable from time to time).

- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company. In the event that the 10% capacity is utilised for the purpose of conducting an acquisition, the allottees will be the vendors (or their nominees) of the acquisition target. At present, no such acquisition target has been definitively identified by the Company.

- (vii) In the 12 months preceding the date of this Meeting, the Company has not issued or agreed to issue any equity securities under ASX Listing Rule 7.1A2.



The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.15 on 18 June 2021 and on the issued capital of the Company at 18 June 2021 as variable "A" per Listing Rule 7.1A.

Variable A Listing Rule 7.1A	Dilution Effect			
		50% Decrease in Share Price \$0.075	Current Share Price \$0.15	100% Increase in Share Price \$0.30
Current Variable A 192,706,949	10% Dilution	19,270,695	19,270,695	19,270,695
	Funds Raised	\$1,445,302	\$2,890,604	\$5,781,208
50% Increase Variable A 289,060,424	10% Dilution	28,906,042	28,906,042	28,906,042
	Funds Raised	\$2,167,953	\$4,335,906	\$8,671,813
100% Increase Variable A 385,413,898	10% Dilution	38,541,390	38,541,390	38,541,390
	Funds Raised	\$2,890,604	\$5,781,208	\$11,562,417

The above table makes the following assumptions:

- (i) All securities have been issued under the 10% capacity and the Company has issued the maximum number of equity securities available under the 10% capacity
- (ii) The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- (iii) The table only shows the effect of issues of securities under ASX Listing Rule 7.1A and does not consider the 15% capacity the Company has under ASX Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in ASX Listing Rule 7.2

Directors Recommendation on Resolutions 4 to 7

The Directors recommend that shareholders vote in favour of Resolutions 4 to 7 and the Chairman intends to vote all undirected proxies in favour of these Resolutions.

Resolutions 4 and 5 are seeking the ratification of the issue of securities which has already been completed, and accordingly the passing of these resolutions benefits the Company by 'refreshing' its capacity to issue further securities without shareholder approval. The Directors may use this capacity from time to time to conduct acquisitions, raise capital, or for other purposes which build shareholder value.

Resolution 6 seeks the reapproval of the Employee Option Plan established in 2018. The Directors consider that the ability to issue EOP Options under the Employee Option Plan assists the Company in attracting and retaining industry leading talent across its global operations by being able to remunerate in line with market expectations, and align key performance indicators of employees to shareholder wealth.

Resolution 7 seeks approval for an additional 10% placement capacity which can be used for issuing quoted securities for cash consideration and provides further flexibility to the Company should an opportunity arise requiring the issue of new quoted securities. The Company notes that whilst shareholder approval was sought for this additional 10% placement capacity in the 2020 AGM, the Company did not use this capacity following the meeting, and is not presently expecting to be issuing additional quoted securities under this capacity at this time.



Voting Exclusion Statement

Various Voting Exclusion Statements apply to each of Resolutions 4 to 7. Please refer to the Voting Exclusion Statements under each Resolution in the Notice for further information on the exclusions.

Further Information

For further information, please contact the Company at corporate@epsilonhc.com.

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00 am (Sydney time) on 27 July 2021.

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

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 11:00 am (Sydney time) on 27 July 2021.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 11:00 am (Sydney time) on 27 July 2021.

Voting by corporate representative: A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: Pursuant to Clause 54.1 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

Key Management Personnel: the Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of 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 (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

EPN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AEST) on Tuesday, 27 July 2021.**

Epsilon Healthcare Limited Annual General Meeting

- ☐ We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Epsilon Healthcare Limited will be a virtual meeting, which will be conducted online on Thursday, 29 July 2021 at 11:00 am (AEST).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

To participate online you will need to visit web.lumiagm.com/306645366 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at www.computershare.com.au/virtualmeetingguide.

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

EPNRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Epsilon Healthcare Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Epsilon Healthcare Limited

Need assistance?**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

EPN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**YOUR VOTE IS IMPORTANT**For your proxy appointment to be effective it must be received by **11:00 AM (AEST) on Tuesday, 27 July 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**A proxy need not be a securityholder of the Company.****SIGNING INSTRUCTIONS FOR POSTAL FORMS****Individual:** Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.**PARTICIPATING IN THE MEETING****Corporate Representative**If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".**Lodge your Proxy Form:****XX****Online:**Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com**By Mail:**Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia**By Fax:**1800 783 447 within Australia or
+61 3 9473 2555 outside Australia**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Epsilon Healthcare Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Epsilon Healthcare Limited to be held virtually on Thursday, 29 July 2021 at 11:00 AM (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 5 by marking the appropriate box in step 2.

Step 2

Items of Business

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

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Alan Beasley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Lou Cattelan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratify April 2021 Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratify April 2021 KMP Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approve Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approve Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

EPN

999999A



Computershare

