

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/SchemeSigma Healthcare Limited (Sigma)

ACN/ARSN088 417 403

1. Details of substantial holder (1)

NameSam Gance

ACN/ARSN (if applicable)

The holder became a substantial holder on12/02/2025

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid ordinary shares	1,446,864,015	1,446,864,015	12.53%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Sam Gance	<p>Sam Gance has a relevant interest in shares in Sigma under section 608(1) of the Corporations Act 2001 (Cth) (Corporations Act) by reason of the following:</p> <ul style="list-style-type: none">Sam Gance is the sole director and 100% shareholder of SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust, which is the registered holder of 1,421,222,384 shares;Sam Gance is a director and sole shareholder of Samuel Gance Administrators Pty Ltd, which is a unitholder in Entourage Agency Trust, and Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust is the registered holder of 17,595,057 shares; andSam Gance is a director and sole shareholder of Samuel Gance Administrators Pty Ltd which is trustee for the Samuel Gance Family Trust. Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust is the registered holder of 8,046,574 shares. <p>The shares in Sigma were acquired as part of the consideration for the acquisition by Sigma of all of the fully paid ordinary shares in CW Group Holdings Limited (CWG) by way of scheme of arrangement (Scheme) as detailed in the Merger Implementation Agreement dated 11 December 2023 (see here: https://investorcentre.sigmahealthcare.com.au/static-files/cb34b741-4e29-4765-907b-77f7ec67cb1f).</p> <p>The shares specified above are subject to voluntary escrow arrangements as described in Sigma's prospectus dated 10 February 2025 (see here: https://investorcentre.sigmahealthcare.com.au/static-files/711d93d3-b7a4-428a-aed6-7f22a87e4495).</p>	1,446,864,015 Fully Paid ordinary shares
SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust	Registered holder under section 608(1)(a) of the Corporations Act.	1,421,222,384 Fully Paid ordinary shares

Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust	Registered holder under section 608(1)(a) of the Corporations Act.	17,595,057 Fully Paid ordinary shares
Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust	Registered holder under section 608(1)(a) of the Corporations Act.	8,046,574 Fully Paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Sam Gance and SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust	SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust	SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust	1,421,222,384 Fully Paid ordinary shares
Sam Gance and Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust	Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust	Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust	17,595,057 Fully Paid ordinary shares
Sam Gance and Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust	Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust	Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust	8,046,574 Fully Paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
		Non-cash	
Sam Gance and SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust	12 February 2025	The shares were issued as scrip consideration for Sigma acquiring 224,937,696 shares in CWG from SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust pursuant to the Scheme.	1,421,222,384 Fully Paid ordinary shares
Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust	12 February 2025	The shares were issued as scrip consideration for Sigma acquiring 2,784,780 shares in CWG from Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust pursuant to the Scheme.	17,595,057 Fully Paid ordinary shares
Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust	12 February 2025	The shares were issued as scrip consideration for Sigma acquiring 1,273,536 shares in CWG from Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust pursuant to the Scheme.	8,046,574 Fully Paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
SG Family Foundation Pty Ltd as trustee for the S Gance Family Foundation Trust	Sam Gance is a director and sole shareholder of SG Family Foundation Pty Ltd. For those reasons, the parties are likely to be acting in concert with respect to Sigma's affairs and therefore are associates under section 12(2)(c) of the Corporations Act.
Rispin & Mott Nominees Pty Ltd as bare trustee for Entourage Agency Pty Ltd as trustee for Entourage Agency Trust	Sam Gance is a director and sole shareholder of Samuel Gance Administrators Pty Ltd, which is a unitholder in Entourage Agency Trust. For these reasons, the parties are likely to be acting in concert with respect to Sigma's affairs and therefore are associates under section 12(2)(c) of the Corporations Act.
Rispin & Mott Nominees Pty Ltd as bare trustee for Samuel Gance Administrators Pty Ltd as trustee for the Sam Gance Family Trust	Sam Gance is a director and sole shareholder of Samuel Gance Administrators Pty Ltd which is trustee for the Samuel Gance Family Trust. For these reasons, the parties are likely to be acting in concert with respect to Sigma's affairs and therefore are associates under section 12(2)(c) of the Corporations Act.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Sam Gance	Level 5, 484 St Kilda Road, Melbourne VIC, 3004
SG Family Foundation Pty Ltd	Level 5, 484 St Kilda Road, Melbourne VIC, 3004
Samuel Gance Administrators Pty Ltd	Level 5, 484 St Kilda Road, Melbourne VIC, 3004
Entourage Agency Pty Ltd	Rispin & Mott Pty Ltd, Level 5, 484 St Kilda Road, Melbourne VIC, 3004
Rispin & Mott Nominees Pty Ltd	Level 5, 484 St Kilda Road, Melbourne VIC, 3004

Signature

print name SAM GANCE

capacity

sign here



date 14/02/2025

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8)

If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown.”
- (9)

Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

For personal use only

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and ACN or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure.
- The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.