



CARETEQ LIMITED
ACN 612 267 857

Notice of General Meeting
Explanatory Memorandum & Proxy Form

Notice is given that the Meeting will be held at:

DATE: Friday 13 March 2026
TIME: 9.00AM (AEDT)
VENUE: Held as a Virtual Meeting

The business of Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.



CARETEQ LIMITED

Notice of General Meeting

Notice is given that the General Meeting (**GM** or **Meeting** or **General Meeting**) of the Shareholders of Careteq Limited (ACN 612 267 857) (**Careteq** or the **Company**) will be held on **Friday 13 March 2026 2026 at 9.00am (AEDT)** virtually.

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

VENUE AND VOTING INFORMATION

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on **“register” and following the prompts**. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click **“register”** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **“Register”** when this appears. Alternatively, click on **“Meetings”** on the left-hand menu bar to join the meeting.
4. Click on **“Join Meeting”** and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to info@careteq.com.au at least 48 hours before the GM

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the GM can do so by logging in to the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au

2. Login using your username and password. If you do not already have an account, click **“Register”** and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click **“Register”**. Alternatively, select Meetings from the left-hand menu.
4. Click on **“Join Meeting”** and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the **“Voting”** dropdown menu on the right-hand side of your screen .
6. Select either the **“Full”** or **“Allocate”** option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click **“Submit votes”**. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-GMs/>

It is recommended that Shareholders wishing to attend the Meeting login 15 mins before the meeting on 13 March 2026.

Shareholders do not need to attend the Meeting to cast their vote/s and are encouraged to submit their votes and appoint the Chairperson as their proxy. Detailed instructions for lodging votes and appointment of a proxy are included in the accompanying Notice of Meeting and Proxy Form.

Voting on all Resolutions at the Meeting will be conducted by poll.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9.00am AEDT on 11 March 2026.

If you have any queries on how to cast your votes, please email Automic at: meetings@automicgroup.com.au.

VOTING BY ATTORNEY

Shareholders intending to attend the Meeting by attorney must ensure that they have provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution. If an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- If the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- If the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

If the proxy is not the Chair and at the Meeting, a poll is duly demanded on the Resolution and either of the following applies:

- the proxy is not recorded as attending the Meeting; or
- the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution of the Meeting.

If you appoint the Chair of the Meeting as your proxy, you can direct the Chair to vote for or against or abstain from voting on the Resolutions.

The Chair intends to vote undirected proxies in favour of Resolution 1.

CORPORATE REPRESENTATIVES

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (Certificate). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from Automic.

Certificates must be lodged in advance of the Meeting with Automic no less than 24 hours prior to the Meeting.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE GENERAL MEETING

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

Shareholders may submit any written questions addressed to the Company or its external auditor via the address on the proxy form or to Careteq Limited via email at info@careteq.com.au no later than 48 hours prior to the Meeting.

The Company will either answer the questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

Shareholders may also submit questions to the Board related to any of the resolutions to be considered. These questions will be responded to by the Board during the Meeting. As above, questions should be submitted to info@careteq.com.au no later than 48 hours prior to the Meeting.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

ENQUIRIES

Shareholders are asked to contact the Company at info@careteq.com.au or the Company Secretary at david.lilja@dlkadvisory.com.au or on +61 3 9923 1222 if they have any queries in respect of the matters set out in these documents.

CARETEQ LIMITED

Notice of General Meeting

Notice is given that the General Meeting of the Shareholders of Careteq Limited (ACN 612 267 857) (Careteq or the Company) will be held on Friday 13 March 2026 at 9.00am (AEDT) virtually.

The Explanatory Memorandum to this Notice of Meeting (**Notice**) provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

RESOLUTION 1 – APPROVAL OF DISPOSAL OF MAIN UNDERTAKING

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 11.2 and for all other purposes, approval is given for the disposal by the Company of its interest in the Embedded Health Solutions Business on the terms and conditions set out in the Business and Asset Sale Agreement as further described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this Resolution.

DATE: 12 February 2026

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'D. Lilja', enclosed within a circular stamp or seal.

DAVID LILJA
COMPANY SECRETARY

VOTING EXCLUSION STATEMENTS

Under the Corporations Act and ASX Listing Rule 14.11, voting exclusions apply to the following Resolutions:

RESOLUTION 1 – APPROVAL OF DISPOSAL OF MAIN UNDERTAKING

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a. Nationwide Investments Holdings Pty Ltd;
- b. any other person who will obtain a material benefit as a result of the disposal of the Company's main undertaking (except a benefit solely by reason of being a holder in ordinary securities in the entity); or
- c. any Associates of those persons listed above.

However, this does not apply to a vote cast in favour of this 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 that way; or
- the Chairperson 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 Chairperson to vote on the Resolution as the Chairperson 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.

KEY MANAGEMENT PERSONNEL

KMP that may have a vested interest in the outcome of a Resolution have restrictions on voting on those Resolutions. KMP include members of the Board and certain senior executives, as set out in the CTQ Annual Report. The Corporations Act restricts KMP and their Closely Related Parties from voting in certain circumstances.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

RESOLUTION 1 – APPROVAL OF DISPOSAL OF MAIN UNDERTAKING

1.1 Background

The Company is an Australian healthcare technology company that specialises in medication management and clinical services for the health, aged care, and home care sectors.

The Company has two principal businesses:

- a. Embedded Health Solutions – comprehensive medication management services for residential aged care facilities, home care providers, and healthcare professionals. The company provides on-site clinical pharmacy services including medication reviews and Quality Use of Medicine programs delivered by accredited pharmacists, tailored training for registered nurses and healthcare staff on topics like analgesics and psychotropic medicines. It also provides innovative technology solutions including software and reporting tools for benchmarking and compliance, and systems integration to optimise patient care and workflow efficiency; and
- b. HMR Referrals – an Australian healthcare marketplace platform that streamlines the Home Medicines Review process by connecting General Practitioners with accredited pharmacists to conduct comprehensive medication reviews for patients in their homes. The company facilitates Medicare claims in relation to medication reviews by managing the entire referral workflow from GPs identifying eligible patients (typically those taking multiple medications, recently discharged from hospital, or with complex conditions) through to accredited pharmacists conducting face-to-face interviews, assessing medication management, and submitting detailed reports back to the GP via their secure platform. Their service aims to improve patient safety and health outcomes by preventing medication misadventure, drug interactions, and dosing errors while enhancing patient understanding of their medications, ultimately reducing the administrative burden on healthcare providers through their integrated digital platform that works with practice management systems.

The Company is proposing to divest its Embedded Health Solutions Business. That is the purpose of this Resolution 1. The Company's rationale for doing so, and the perceived advantages to the Company of doing so, are explained in section 1.8. Following the proposed disposal, the Company's primary focus will be on HMR Referrals.

Careteq Limited as owner of Embedded Health Solutions is seeking to recalibrate its balance sheet through this divestment, focus on the growth of its marketplace platform HMR Referrals and better position the company to defend its position against the Australian Tax Office (ATO) and its current R&D claims whilst going through the formal objection process with the ATO. Further details regarding the ATO objection process is set out in the Company's ASX announcement dated 29 May 2025. The Company's board is confident this recalibration and strategic focus on the home care sector, better positions the Company for sustained success.

1.2 ASX Listing Rule 11.2

ASX Listing Rule 11.2 provides that where a company proposes to dispose of its main undertaking, it must first obtain the approval of its shareholders. The notice of meeting must include a voting exclusion statement and the agreement to dispose of the undertaking must be conditional upon receipt of the

shareholder approval. The disposal of the Embedded Health Solutions Business constitutes a disposal of the Company's main undertaking for the purposes of Listing Rule 11.2.

Resolution 1 seeks the required shareholder approval for the disposal of Embedded Health Solutions Business under and for the purposes of Listing Rule 11.2. Even if Shareholder approval is obtained, there is no certainty that the Embedded Health Solutions Business will be disposed of as the Agreement is subject to other conditions precedent.

The information required under ASX Guidance Note 12, *Significant Changes to Activities*, in relation to the Resolution is set out in this Explanatory Statement and in the Notice of General Meeting.

Shareholders should note that, following the proposed disposal of the Company's main undertaking, ASX may require the Company to:

- seek further shareholder approval under Listing Rule 11.1.2; and/or
- re-comply with Chapters 1 and 2 of the Listing Rules under Listing Rule 11.1.3,

in connection with any future transaction the Company may pursue.

In addition, the disposal of a listed entity's main undertaking may give rise to considerations under Listing Rules 12.1 and 12.2, which require a listed entity to demonstrate to ASX, on an ongoing basis, that the scale of its operations and its financial condition continue to justify the quotation of its securities. If the Resolution is passed, the Company will be able to proceed with the disposal of the Embedded Health Solutions Business, subject to the satisfaction or waiver of any remaining conditions precedent in the Business and Asset Sale Agreement.

If the Resolution is not passed, the disposal of the Embedded Health Solutions Business will not proceed and the Company will continue to operate the Embedded Health Solutions Business.

The ASX will grant the Company a six-month period from the date of the announcement to demonstrate a sufficient level of operations in accordance with Listing Rule 12.1.

If the Company is unable to demonstrate compliance within this period, the ASX will suspend its securities six months from the date of the announcement, being 6 February 2026.

ASX takes no responsibility for the contents of this notice.

1.3 Proposed Transaction

As announced on 6 February 2026, the Company has executed a Business & Asset Sale Agreement (**BASA**) with Nationwide Investments Holdings Pty Ltd (ACN: 664 833 970) (**NIH** or **Purchaser**), to acquire its comprehensive medication management services business, Embedded Health Solutions (**Business**) for consideration of \$5,000,000 in cash (subject to customary purchase price adjustments) (**Purchase Price**)(the **Disposal**).

A summary of the key terms of the BASA are set out in section 1.4 below.

1.4 Key terms

The key terms of the Disposal are as follows:

- a. The Company will sell, and the Purchaser will purchase all of the assets that comprise the Embedded Health Solutions Business, including all related intellectual property, key employees, key clients, and brand assets. Title and ownership of the assets will pass from the Company to the Purchaser on completion (see indicative timetable for the Disposal below).
- b. From completion, the Purchaser will assume the benefit of, and burden of, all rights and obligations relating to the Embedded Health Solutions Business.
- c. The Purchaser will on completion, in consideration for the assets of the Embedded Health Solutions Business pay the Purchase Price to the Company.
- d. Completion of the sale of the Embedded Health Solutions Business will be conditional on, and subject to, the following conditions precedent:
 - i. the Company obtaining the release of all encumbrances over the assets of the Embedded Health Solutions Business (if any);
 - ii. the Company obtaining shareholder approval for the Disposal (including pursuant to ASX Listing Rule 11.2) and satisfying ASX that it has complied with the ASX Listing Rulers in doing so;
 - iii. the Company obtaining all consents, approvals and waivers required under the constitution of the Company and any laws for the Disposal; and
 - iv. the Company facilitating the novation or transfer of all commercial agreements to the Purchaser.
- e. With effect from completion of the Disposal, the Purchaser will assume all of the accrued liabilities of transferring Embedded Health Solutions employees, including annual leave and long service leave entitlements of such transferring employees.
- f. The Company will provide usual representations and warranties in respect of title to the Embedded Health Solutions assets, capacity and solvency.
- g. The BASA will otherwise contain terms conventional for a sale and purchase transaction of this nature.

1.5 Indicative Timetable

Subject to the ASX Listing Rules and Corporations Act requirements, the Company anticipates completion of the Disposal will be in accordance with the following timetable:

Event	Date
ASX announcement of Disposal	Friday, 6 February 2026
Notice of Meeting and Explanatory Statement dispatched to shareholders	Thursday, 12 February 2026
Shareholder Meeting to approve Disposal	Friday, 13 March 2026
Completion of Disposal	20 March 2026

Completion of the Disposal and its timing is subject to satisfaction of the conditions precedent noted in section 1.4 above.

1.6 Financial effect of the Disposal on the Company

The pro forma statement of the financial position and pro forma profit or loss statement of the Company showing the financial effect of the disposal of the Embedded Health Business is contained in Schedule 1.

The proceeds from the Disposal are intended to be utilised to focus on the growth of the Company's platform HMR Referrals and better position the company to defend its position against the ATO and its current R&D claims whilst going through the formal objection process with the ATO. The exact allocation of those proceeds is yet to be determined.

1.7 Effect of the Disposal on the capital structure of the Company

The Disposal will have no impact on the capital structure of the Company.

1.8 Effect of the Disposal on the board and management of the Company

There will be no changes to the Company's board or senior management in connection with, or as a consequence of the Disposal.

1.9 Reasons for the Disposal

The Directors believe that following an assessment of the advantages and disadvantages disclosed below the Disposal is in the best interests of the Company.

Advantages

The Directors believe that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Disposal:

- a. The Disposal improves the Company's balance sheet.
- b. The Disposal enables greater focus on driving growth for the HMR Referrals business.
- c. The Disposal better positions the Company to defend its position in relation to the current Australian Tax Office R&D claim currently going through the formal objection process with the ATO.

Disadvantages

The Directors believe that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Disposal:

- a. The Company will not be able to participate in or derive any future revenue from the Embedded Health Solutions Business.
- b. The Disposal involves the Company selling a principal asset, which may not be consistent with the investment objectives of all Shareholders.
- c. There is a risk the Company may not be able realise advancements of its HMR Referrals business, which will now be its primary focus, in a reasonable time.

1.10 Future activities and direction on completion of the Disposal

The Company currently intends to continue as an ASX Listed company.

If the Disposal proceeds, the Company's assets will comprise primarily the business and assets of its HMR Referrals business.

The Company's decision to divest the Embedded Health Solutions Business follows the Company's recent commitment to focus on HMR Referrals, its marketplace platform focusing on the home medication management sector. Market feedback and a growing pipeline of General Practitioners and Accredited Pharmacists, underscore the promising trajectory of HMR Referrals.

The Company's board and management's confidence in this strategic pivot is rooted in its belief that prioritising HMR Referrals positions the Company for sustained success with a recalibrated balance sheet enables the Company to invest in the growth of the business whilst simultaneously defending its position with the ATO and its current R&D claim currently going through the formal objection process with the ATO. By emphasising HMR Referrals market traction and prospects, the Company aims to deliver long-term value for Shareholders while cementing its status as a leader in the home medication review sector. The Company's board and management is confident that ultimately, a focus on HMR Referrals will enable the Company to generate greater Shareholder return whilst it deals with the ATO formal objection process.

1.11 Director interests and recommendations

None of the Directors have any material interest in the outcome of the Resolution other than interests arising solely in the capacity as security holders.

The Board has approved the proposal to put the Resolution to Shareholders.

Each of the Directors intends to vote all of their Shares in favour of the Resolution.

Based on the information available, all of the Directors consider that the proposed Disposal is in the best interests of the Company and recommend that the Shareholders vote in favour of Resolution 3.

The Board unanimously recommends that Shareholders vote in favour of this non-binding Resolution.

1.12 Voting Exclusion

A voting exclusion statement applies to this Resolution.

DISCLOSURE

The Company considers this Explanatory Memorandum to contain all material information known to it that could reasonably be required by Shareholders in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

General Meeting or **Meeting** or **GM** means the meeting convened by the Notice.

Annual Financial Report means the 2025 annual report of the Company containing the financial report for the period ended 30 June 2025, a copy of which was lodged by the Company by way of Appendix 4E with ASX on 30 September 2025.

Associate has the meaning given to it in the Corporations Act.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of RSM Australia Partners dated 30 September 2025 as included in the Annual Financial Report.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Automic means Automic Registry Services, being the share register for the Company.

Board means the current board of directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the chair of the Meeting.

Closely Related Party of a member of Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Act 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Careteq Limited (ACN 612 267 857).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum mean the explanatory memorandum accompanying this Notice.

Key Management Personnel or **KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of General Meeting or **Notice of Meeting** or **Notice** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Relevant Interest has the meaning given to it in the Corporations Act.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

SCHEDULE 1 – FINANCIAL EFFECT OF THE DISPOSAL ON THE COMPANY

Careteq Limited

Pro-forma Balance Sheet based on 30 June 2025 (last audited numbers)

Assets

	30-Jun-25	Asset Sale based on draft completion statement	Proforma Post Sale Balance Sheet
Current assets			
Cash and cash equivalents	1,046,048	2,687,291	3,733,339
Trade and other receivables	1,491,210	(125,697)	1,365,513
Contract assets	638,965	(638,965)	0
Investments held at fair value	0		0
Other	58,395	(45,224)	13,171
Total current assets	3,234,618	1,877,405	5,112,023
Non-current assets			
Property, plant and equipment	39,315	(39,315)	0
Right-of-use assets	107,533	(107,533)	0
Intangibles	2,476,304	(2,034,775)	441,529
Other	87,043	(77,843)	9,200
Total non-current assets	2,710,195	(2,259,466)	450,729
Total assets	5,944,813	(382,061)	5,562,752
Liabilities			
Current liabilities			
Trade and other payables	1,409,132	(488,457)	920,675
Borrowings	1,597,041	(1,519,041)	78,000
Lease liabilities	74,672	(74,672)	0
Income tax	120,000		120,000
Employee benefits	465,603	(394,743)	70,860
Total current liabilities	3,666,448	(2,476,913)	1,189,535
Non-current liabilities			
Borrowings	652,959	(652,959)	0
Lease liabilities	47,563	(47,563)	0
Employee benefits	57,205	(44,762)	12,443
Total non-current liabilities	757,727	(745,284)	12,443
Total liabilities	4,424,175	(3,222,197)	1,201,978
Net assets	1,520,638	2,840,136	4,360,774
Equity			
Issued capital	25,491,600		25,491,600
Reserves	943,370		943,370
Accumulated losses	(24,914,332)	2,840,136	(22,074,196)
Equity attributable to the owners of Careteq Limited	1,520,638	2,840,136	4,360,774
Non-controlling interest	0	0	0
Total equity	1,520,638	2,840,136	4,360,774

Careteq Limited

Pro-forma profit or loss statement based on 30 June 2025 (last audited numbers)

	30-Jun-25		Proforma Post Sale Profit & Loss Statement
	Sale of EHS		
	\$	\$	\$
Revenue			
Sales to external customers	7,623,587	(7,515,836)	107,751
Other revenue	694,657	(633,057)	61,600
Expenses from continuing activities	(8,042,624)	6,562,155	(1,480,469)
Operating profit/(loss)	275,619	(1,586,738)	(1,311,119)
EBITDA	275,619	(1,586,738)	(1,311,119)
Depreciation and amortisation	(342,012)	273,202	(68,810)
Finance costs	(273,965)	52,301	(221,664)
(Loss)/profit before income tax expense	(340,358)	(1,261,235)	(1,601,593)
Income tax expense	393,109	(393,109)	-
(Loss)/Profit attributable to the owners of Careteq Limited after income tax expense	52,751	(1,654,344)	(1,601,593)

Your proxy voting instruction must be received by **9:00am (AEDT) on Wednesday, 11 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

