

Election of Directors Notice to Shareholders

Notice is hereby given to Shareholders of ProCare Network Limited ('the Company') that the "Election of Directors Resolutions" have been updated from three candidates standing for two Elected Director positions to the Company's Board, to **three candidates standing for three Elected Director positions to the Company's Board**. An explanatory note is below.

As per the Company's Constitution, a regular rotation of Elected Directors is required: *Section 12.4(a) - "One third of the Elected Directors will retire from office at each Annual Meeting and shall be eligible to stand for re-election"*.

In September this year, as per Constitution requirements, we had two Elected Director positions to fill, and we called for nominations accordingly.

- Dr Craig King was retiring from office, and was standing for re-election
- Dr Neil Hefford was retiring from office, and was not standing for re-election

From the call for nominations, the three candidates listed below put themselves forward for election:

- Dr Wikitoria Gillespie
- Dr Craig King (re-election)
- Dr Jodie O'Sullivan

Last week, Dr Stephanie Taylor resigned as an Elected Director of the Company, effective from 11 November 2021 (date of AGM).

This recent development has resulted in three Elected Director vacancies being available. The Company's Constitution requires shareholders to pass an Ordinary Resolution to appoint Elected Directors to the Company's Board: *Section 12.3(a) - Subject to clause 12.1, a person who satisfies the provisions of clause 12.2 may be appointed as an Elected Director by Ordinary Resolution*".

The Election of Directors Resolutions in the Notice of Meeting and online ballots have been updated to reflect the additional vacancy on the Company's Board. Although there are three eligible candidates for three Director vacancies, we believe the Company's Constitution requires its Shareholders to vote by Ordinary Resolution to appoint Elected Directors to the Company's Board.

In addition to the usual AGM resolutions, there will be three Ordinary Resolutions to elect three eligible candidates to three Elected Director vacancies on the Company's Board.

We are fortunate indeed to have two very capable candidates available to join the Board, as well as Dr Craig King being available to be re-elected, and we look forward to their contributions.

By order of the Board.



Bindi Norwell
ProCare Chief Executive Officer
26 October 2021