

Singular Health Group Ltd: SHG

21 May 2024

GENERAL MEETING

21 May 2024 – Singular Health Group Ltd (ASX: SHG, “Singular Health”, or the “Company”), advises that a General Meeting of the Company will be held in person at Automic Group, Level 5, 191 St Georges Terrace, Perth, Western Australia on Thursday, 27 June 2024 at 10:00am (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (Notice) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (Shareholders) from Singular Health’s website at <https://singular.health/> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: SHG).

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Meeting to Shareholders, unless a shareholder has requested a hard copy of the Notice of Meeting or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. If you have any difficulties obtaining a copy of the Notice, please contact the Company’s Share Registry, Automic Registry Services, at meetings@automicgroup.com.au.

Proxy Form

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information.

Completed proxy forms must be returned to and received by the Company’s Share Registry, Automic Registry Services, by 10.00am (AWST) on Tuesday, 25 June 2024, by following the lodgement instructions on the proxy form.

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting on +61 2 9299 9690 between 8:30am and 5:00pm (AWST) Monday to Friday or via email at support@singular.health. Copies of all Meeting related material including the Notice, are available to download from Singular Health's website and the Company's ASX market announcements platform.

In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and Singular Health's website.

Authorised for ASX release by the Company Secretary.

Ends

For further information contact

Investors	Corporate
James Hill +61 413 825 646 jhill@singular.health	Steven Wood Company Secretary support@singular.health



SINGULAR HEALTH GROUP LIMITED

ACN 639 242 765

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10:00 AM AWST

DATE: Thursday, 27 June 2024

PLACE: Level 5, 191 St Georges Terrace, Perth, Western Australia

This Notice of Meeting and Explanatory Statement 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 9299 9690.

TIME AND PLACE OF MEETING AND HOW TO VOTE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00AM (AWST) on Thursday, 27 June 2024 at Level 5, 191 St Georges Terrace, Perth, Western Australia.

ENTITLEMENT TO ATTEND AND VOTE

You will be entitled to attend and vote at the Meeting if you are registered as a Shareholder of the Company as at 4:00pm (AWST) on Tuesday, 25 June 2024. This is because, in accordance with the Corporations Regulations 2001 (Cth), the Board has determined that the Shares on issue and quoted on the ASX at that time will be taken, for the purposes of determining voting entitlements at the Meeting, to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your Shareholding, and your vote is important.

HOW TO VOTE

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

Corporate representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission.

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's share registry at least 48 hours prior to the commencement of the Meeting.

Voting by proxy

A Shareholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the Meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received by the Company's share registry no later than 10:00AM (AWST) on Tuesday, 25 June 2024, being 48 hours before the time of the Meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

To vote by proxy, please complete and sign the enclosed proxy form. Shareholders can return the physical proxy form via the below methods:

By post to:	Singular Health Group Limited C/- Automic Group GPO Box 5193 SYDNEY NSW 2001
By facsimile to:	08 9322 7602
By email:	meetings@automicgroup.com.au

Alternatively, shareholders may lodge their proxy vote electronically via the Automic investor platform:

Online at:	https://investor.automic.com.au/#/loginsah
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For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box for the proposed Resolution.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the Meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution, the Chairman intends to vote in favour of each proposed Resolution as proxy for that Shareholder on a poll.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of the Shareholders of Singular Health Group Limited (**Singular Health** or the **Company**) will be held at 10:00AM (AWST) on Thursday, 27 June 2024 at Level 5, 191 St Georges Terrace, Perth, Western Australia to consider and, if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary to this document. The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting.

BUSINESS OF THE GENERAL MEETING

RESOLUTION 1: RATIFICATION OF PLACEMENT SHARES UNDER THE COMPANY'S ASX LISTING RULE 7.1 CAPACITY

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

"That the issue of 21,806,620 Shares under the Company's ASX Listing Rule 7.1 capacity and pursuant to the Placement is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting."

A voting exclusion applies to this Resolution, see page 6 below.

RESOLUTION 2: RATIFICATION OF PLACEMENT SHARES UNDER THE COMPANY'S ASX LISTING RULE 7.1A CAPACITY

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

"That the issue of 15,676,481 Shares under the Company's ASX Listing Rule 7.1A capacity and pursuant to the Placement is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting."

A voting exclusion applies to this Resolution, see page 6 below.

RESOLUTION 3: ISSUE OF LEAD MANAGER OPTIONS

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

"That for the issue of 8,500,000 Lead Manager Options to the lead manager of the Placement, Shaw and Partners (or its nominees), is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting."

A voting exclusion applies to this Resolution, see pages 6 below.

RESOLUTION 4: ISSUE OF SHARES TO HOWARD DIGBY (NON-EXECUTIVE DIRECTOR) – CONVERSION OF DIRECTOR FEES

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

"That for the issue of 378,218 Shares in lieu of cash payment to Howard Digby, Non-Executive Director of the Company, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting."

A voting exclusion and voting prohibition applies to this Resolution, see page 6 below.

RESOLUTION 5: ISSUE OF SHARES TO ANDREW JUST (NON-EXECUTIVE DIRECTOR) – CONVERSION OF DIRECTOR FEES

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

“That for the issue of 336,364 Shares in lieu of cash payment to Andrew Just, Non-Executive Director of the Company, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.

A voting exclusion and voting prohibition applies to this Resolution, see page 6 below.

RESOLUTION 6: APPROVAL OF EMPLOYEE SHARE OPTION PLAN

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

“That, for the purposes of Exception 13(b) of Listing Rule 7.2 and for all other purposes, approval is given for the Company’s Employee Share Option Plan (ESOP) and for the issue of securities under the ESOP as an exception to Listing Rule 7.1, in accordance with the terms and conditions set out in the Explanatory Statement.”

A voting exclusion applies to this Resolution, see page 6 below.

RESOLUTION 7: ISSUE OF ESOP SECURITIES TO MR DENNING CHONG

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

“That for the issue of 10,000,000 Performance Rights to Mr Denning Chong, Director of the Company, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.

A voting exclusion and voting prohibition applies to this Resolution, see page 6 below.

RESOLUTION 8: ISSUE OF STRATEGIC PLACEMENT SHARES

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

“That the issue of up to a maximum of 6,666,667 Shares in connection with the Strategic Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”

A voting exclusion applies to this Resolution, see page 6 below.

RESOLUTION 9: AMENDMENT TO THE CONSTITUTION

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

“That pursuant to and in accordance with section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve the amendment to the Constitution as set out in the Explanatory Statement accompanying this Notice of Meeting.”

RESOLUTION 10: ISSUE OF SHARES TO MR NIGEL BROWN

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

“That the issue of 1,000,000 Shares to Nigel Brown is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”

A voting exclusion applies to this Resolution, see page 6 below.

RESOLUTION 11: ISSUE OF MARIN & SONS PLACEMENT SHARES

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

“That the issue of up to a maximum of 4,831,250 Shares in connection with the Marin & Sons Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”

A voting exclusion applies to this Resolution, see page 6 below.

RESOLUTION 12: ISSUE OF PERFORMANCE RIGHTS TO MARIN & SONS

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

“That the issue of 1,000,000 Performance Rights to Marin & Sons is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”

A voting exclusion applies to this Resolution, see page 6 below.

VOTING EXCLUSIONS

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of a Resolution set out below by or on behalf of any ‘Excluded Person’ (as set out in the table below with respect to each Resolution subject to this Notice) or any Associates of that person or those persons.

Resolution:	Excluded Person:
Resolution 1.	A person who participated in the issue or is a counter-party to the agreement being approved or any Associate of that person or those persons.
Resolution 2.	A person who participated in the issue or is a counter-party to the agreement being approved or any Associates of that person or those persons.
Resolution 3.	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 securities in the Company).
Resolution 4.	Howard Digby and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 5.	Andrew Just and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 6.	Any person who is eligible to participate in the employee incentive scheme.
Resolution 7.	A person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question. The Company has identified that Mr Denning Chong and his Associates are excluded from voting.

Resolution	8.	A 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 Shares in the Company).
Resolution	10.	Nigel Brown and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any Associates of those persons.
Resolution	11.	A 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 Shares in the Company). The Company has identified that Marin & Sons LLC and its Associates are excluded from voting.
Resolution	12.	A 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 Shares in the Company). The Company has identified that Marin & Sons LLC and its Associates are excluded from voting.

However, such voting exclusion does not apply to a vote cast in favour of a Resolution by:

- (a) 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;
- (b) the Chairman 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 Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING PROHIBITION

In accordance with the Corporations Act, the Company will also disregard any votes cast on Resolutions 4, 5 and 7 by a member of the Key Management Personnel of the Company or their Closely Related Parties, acting as proxy for another person, where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing where the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected with the remuneration of a member of the Key Management Personnel of the Company, will not be excluded.

Dated: 20 May 2024

BY ORDER OF THE BOARD



MR HOWARD DIGBY
Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement and not otherwise defined, are defined in the glossary to the Notice.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

A proxy form is located at the end of this Explanatory Statement.

1 BACKGROUND

1.1 Overview

On 14 February 2024, the Company announced that it received firm commitments to raise approximately \$4.05 million from institutional, sophisticated and professional investors via the issue of 36,843,111 fully paid ordinary shares at \$0.11 per share (**Placement Issue Price**), a 9.5% discount to a 20 day VWAP of A\$0.121 as at 8 February 2024 (the **Placement**).

On 21 February 2024, the Company announced completion of the capital raise and the revised amount raised of \$4.12 million via the Placement from institutional, sophisticated and professional investors via the issue of 37,483,101 fully paid ordinary shares (**Placement Shares**) at the Placement Issue Price. The additional funds raised was due to two applications for \$35,200, each not being included in the original announcement.

1.2 Terms of Placement Securities

The Placement Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.

1.3 Lead Manager

Shaw and Partners Limited (**Shaw and Partners** or **Lead Manager**) acted as Lead Manager to the Placement pursuant to a mandate between the Company and the Lead Manager dated 8 February 2024 (the **Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company has agreed to:

- (a) pay the Lead Manager a capital raising fee of 6% of total raised under the Placement (excluding proceeds raised from the Company's 'Chairman's List'); and
- (b) issue 8,500,000 Lead Manager Options to the Lead Manager or their nominee (**Lead Manager Options**), subject to the receipt of Shareholder approval.

The Lead Manager Mandate is otherwise on standard terms for agreements of its kind. In connection with the Lead Manager Mandate, the Company has paid approximately \$193,815 as capital raising fees. The issue of the Lead Manager Options is subject to receipt of Shareholder approval for the purposes of ASX Listing Rule 7.1, which is being sought by the Company in Resolution 3.

1.4 Use of funds under the capital raising

Funds raised in connection with the Placement will be used to accelerate the Company's United States commercialisation including sales and marketing, building on the recent success of enterprise sales in the US, development of initial Medical Artificial Intelligence (AI)-in-the-Cloud system and working capital requirements.

2 RESOLUTION 1 & 2: RATIFICATION OF PLACEMENT SHARES

2.1 Background to Resolution 1 & 2

Resolutions 1 & 2 seek ratification for the purposes of Listing Rule 7.4 for the issue of 37,483,101 Shares under the Placement. Of the Placement Shares, 21,806,620 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 and 15,676,481 Shares under Listing Rule 7.1A.

The Company obtained shareholder approval for an additional 10% placement capacity under Listing Rule 7.1A at its last annual general meeting held on Friday, 10 November 2023 (AGM), increasing its total placement capacity to 25% under Listing Rules 7.1 and 7.1A.

2.2 Listing Rule 7.1 and Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The issue of the Placement Shares does not fit within any of the exceptions in Listing Rule 7.2 and it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been made approved under Listing Rule 7.1 and Listing Rule 7.1A and does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. Accordingly, the Company is seeking ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical Information Required by Listing Rule 14.1A

If Resolution 1 & 2 are passed, the Placement Shares will be **excluded** in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively **increasing** the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 1 & 2 are not passed, the issue of the Placement Shares will be **included** in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively **decreasing** the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the Placement Shares issue date.

The Placement Shares, for which approval and ratification is sought under Resolutions 1 & 2 comprises approximately 19.19% of the Company's issued capital (based on the number of Shares on issue as at the date of this Notice).

2.5 Information Required for the Purpose of Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 & 2:

- (1) The Company issued 37,483,101 Placement Shares to institutional, sophisticated and professional investors identified by the Lead Manager.
- (2) The Placement Shares were issued on the following basis:
 - (a) 21,806,620 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (b) 15,676,481 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
- (3) The Placement Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.
- (4) The Placement Shares were issued by the Company and quoted on ASX on 21 February 2024.
- (5) The Placement Shares were issued at the issue price of \$0.11 per Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A, raising a total of \$4,123,142.
- (6) The funds raised by the Company are to be used for the purposes set out in section 1.4 above.
- (7) The Placement Shares were issued under specific placement letters entered into between the Lead Manager and sophisticated and professional investors participating in the Placement on standard terms for placements of such kind. The Placement was undertaken in connection with the Lead Manager Mandate, the material terms of which are summarised in section 1.3 above.
- (8) A voting exclusion statement for Resolution 1 & 2 is included in the Notice of Meeting preceding this Explanatory Statement.

2.6 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 & 2.

3 RESOLUTION 3: ISSUE OF LEAD MANAGER OPTIONS

3.1 Background to Resolution 3

The Background to the Lead Manager's appointment in connection with the Placement and issue of the Lead Manager Options is set out in paragraph 1.3 above.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 2.2.

Under the terms of the Lead Manager Mandate, the Company is required to issue the Lead Manager Options in consideration for the Lead Manager placement services provided by Shaw and Partners in connection with the Placement.

The proposed issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1 and, together with the issue of the Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Lead Manager Options.

Resolution 3 seeks the required Shareholder approval to issue the Lead Manager Options under and for the purposes of Listing Rule 7.1.

3.3 Technical Information Required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be **able to proceed** with the issue of the Lead Manager Options and issue 8,500,000 Lead Manager Options to Shaw and Partners (or their nominees) in accordance with the Company's obligations under the Lead Manager Mandate as consideration for lead manager placement services provided by Shaw and Partners. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will **not be able to proceed** with the issue of the Lead Manager Options which may require the Company to consider alternative arrangements to compensate Shaw and Partners for the services provided in connection with the Placement, which could include a cash payment or delaying the issue of the Lead Manager Options until such time as the Company has sufficient placement capacity to do so under and in accordance with Listing Rule 7.1.

3.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to **Resolution 3**:

- (1) The Lead Manager Options will be issued to Shaw and Partners Limited (or their nominees).
- (2) 8,500,000 Lead Manager Options will be issued to the Lead Manager (or their nominees) in connection with resolution 3.
- (3) The Lead Manager Options have an exercise price of \$0.15, expire on the date that is three years from the date of issue and will otherwise be subject to the terms and conditions set out in Annexure A to this Notice.
- (4) The Company intends to issue the Lead Manager Options as soon as practicable following the Meeting and, in any event, the Lead Manager Options will be issued no later than 3 months after the date of the Meeting.

- (5) The Lead Manager Options will be issued for nil issue price as consideration for the services provided by Shaw and Partners in connection with the Placement pursuant to the Lead Manager Mandate, and as such no funds will be raised in connection with the issue.
- (6) The purpose of the issue of the Lead Manager Options is to remunerate the Lead Manager for services provided in connection with the Placement.
- (7) The Lead Manager Options were issued in connection with the Lead Manager Mandate, the material terms of which are summarised in section 1.3 above.
- (8) A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Statement.

3.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

4 RESOLUTION 4 & 5: ISSUE OF SHARES TO DIRECTORS – CONVERSION OF DIRECTOR FEES

4.1 Background to Resolutions 4 & 5

The Directors of the Company have agreed to defer payment of their accrued and outstanding Directors' fees and, subject to Shareholder approval, have elected to receive their outstanding Directors' fees in Shares of the Company. As of February 2024, the outstanding fees owed are as set out in the table below.

Director	Total Amount of Directors' Fees Owed to 29 February 2024 ¹	Maximum Number of Shares to be Issued
Howard Digby	\$41,604	378,218 ²
Andrew Just	\$37,000	336,364 ²

¹ From 1 March 2024, Messrs. Digby and Just will be paid their monthly Director fees of \$4,625 and \$3,700 respectively by way of cash, for their services as Director.

² Deemed issue price of \$0.11

Resolutions 4 & 5 seeks Shareholder approval to enable the Non-Executive Directors to convert all or some of the deferred fees for the period from April 2023 to February 2024 into Shares (**Director Shares**) in order to ensure the Company continues to be in a position to direct the funds necessary into the growth of its business and driving that business forward.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- (d) an associate of a person referred to in (a) through (c) above; or
- (e) a person whose relationship with the company or a person referred to in (a) through (d) above is such that, in ASX's opinion, the issue should be approved by shareholders,

unless it obtained the approval of its shareholders.

The issue of the Director Shares to each of the Non-Executive Directors falls within Listing Rule 10.11.1, each are a related party of the Company by virtue of being a Director, and does not fall within any of the exceptions in Listing Rule 10.12. The issue of Director Shares therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Accordingly, Resolutions 4 & 5 seek the required Shareholder approval to issue the Director Shares under and for the purposes of Listing Rule 10.11.

4.3 Regulatory Requirements – Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act and includes the directors of the company under section 228 of the Corporations Act. As such, the Directors are related parties of the Company for the purposes of section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit the issuing of securities or the granting of an option to a related party. The issue of the Director Shares under Resolutions 4 & 5 therefore constitute the provision of a financial benefit to a related party.

One of the exceptions to the prohibition is the provision by a company of a financial benefit that constitutes reasonable remuneration to a related party as an officer or employee of the company. The Directors (each abstaining with respect to the respective Resolution in which they have a material personal interest) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Shares because the agreement to issue the Director Shares, reached as part of the remuneration packages for each Director, is considered to be reasonable remuneration in the circumstances.

4.4 Technical Information Required by Listing Rule 14.1A

With respect to Resolutions 4 & 5, **if a Resolution is passed**, the Company will be **able to proceed** with the issue of the Director Shares to the relevant Director in lieu of accrued entitlements to cash payment. In addition, the issue of the Director Shares will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1, given Resolutions 4 & 5 are approved for all other purposes, including Listing Rule 7.1.

With respect to Resolutions 4 & 5, **if a Resolution is not passed**, the Company will **not be able to proceed** with the issue of the Director Shares to the relevant Director and the Company will need to explore alternate means of paying the outstanding Directors' fees, including paying the entitlements in cash.

4.5 Information Required for the Purpose of Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolutions 4 & 5:

- (1) The Director Shares will be issued to Messrs. Howard Digby (Resolution 4) and Andrew Just (Resolution 5).
- (2) Each of Messrs. Digby and Just are a related party of the Company by virtue of being a Director and is accordingly captured under Listing Rule 10.11.1.
- (3) The number of Director Shares to be issued are as follows:

	Director	No. of Director Shares to be issued:
Resolution 4	Howard Digby	378,218
Resolution 5	Andrew Just	336,364

- (4) The Director Shares to be issued to the Directors are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.
- (5) The Company intends to issue the Director Shares as soon as practicable following the Meeting and, in any event, no later than 1 month after the date of the Meeting.
- (6) No funds will be raised by the issue of the Director Shares, however a liability of \$78,604 will be extinguished.
- (7) The purpose of the issue of the Director Shares is to pay the Directors in Shares of the Company in lieu of their outstanding Directors' fees owing, thereby remunerating the Directors for the role they serve as a Non-Executive Director of the Company. The issue of the Director Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form, this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors.
- (8) The Director Shares are being issued to the Directors as partial remuneration for their outstanding Directors' fees. The Directors' current total remuneration package (excluding the Director Shares proposed to be issued in connection with Resolutions 4 & 5) are as follows:

Director	Financial Year	Remuneration			
		Base Salary & Fees \$*	Super \$	Securities Based Rem \$	Total \$
Howard Digby	FY23	53,853	5,958	38,403	98,214
	FY22	50,000	4,845	61,749	116,594
Andrew Just	FY23	41,246	3,554	38,403	83,203
	FY22	40,000	4,000	61,749	105,749

**All values as per FY23 report disclosure.*

The value of the Director Shares to be issued to each Non-Executive Director and a calculation of the portion that value represents from each Non-Executive Director's total Base Salary and Super (as calculated above) is set out in the table below.

Director	Value of Director Shares to be issued in lieu of salary	% of Base Salary and Super
Howard Digby	\$41,604	69.56%
Andrew Just	\$37,000	82.59%

- (9) The Director Shares are not issued pursuant to a specific agreement with the Directors.
- (10) A voting exclusion statement for Resolutions 4 & 5 is included in the Notice of Meeting preceding this Explanatory Statement.

4.6 Board Recommendation

The Directors:

- other than Mr Howard Digby with respect to Resolution 4, who abstains due to his personal interest in the outcome of Resolution 4, unanimously recommend that Shareholders vote in favour of Resolution 4; and
- other than Mr Andrew Just with respect to Resolution 5, who abstains due to his personal interest in the outcome of Resolution 5, unanimously recommend that Shareholders vote in favour of Resolution 5.

5 RESOLUTION 6: APPROVAL OF EMPLOYEE SHARE OPTION PLAN

On 12 October 2021, the Directors adopted the Singular Health Employee Share Option Plan (**Plan**). The Plan was subsequently approved by Shareholders at the Company's 2021 General Meeting. On 1 October 2022, the employee shares scheme that the Plan was regulated under, ASIC Class Order 14/1000, was replaced by an analogous new Division 1A of Part 7.12 of the Corporations Act (**New Regime**). The Company seeks to approve and update the Plan to align with the New Regime.

Directors consider that it is desirable to use the Plan, pursuant to which employees, Directors and other eligible participants may be offered the opportunity to be granted Performance Rights and/or Options to acquire Shares in the Company. The purpose of the Plan is to:

- reward employees, Directors and other eligible participants of the Company;
- assist in the retention and motivation of employees of the Company; and
- provide an incentive to employees, Directors and other eligible participants of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company.

Resolution 6 seeks Shareholder approval for the Plan to provide ongoing incentives to eligible employees, directors and other eligible participants of the Company and its related bodies corporate (**Eligible Persons**).

5.1 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 2.2.

An exception to Listing Rule 7.1 is set out in Exception 13(b) of Listing Rule 7.2, which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to approve the Plan in accordance with Exception 13(b) of Listing Rule 7.2 and to enable the Company to subsequently grant Performance Rights and/or Options to acquire Shares in the Company under the Plan for three years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the combined 25% limit contained in Listing Rule 7.1 and 7.1A, and do not otherwise fall within one of the nominated Listing Rule exceptions.

5.2 Technical Information Required by Listing Rule 14.1A

If Resolution 6 is passed, the Plan will continue to enable the Company to issue Performance Rights and/or Options to acquire Shares in the Company to Eligible Persons and to issue Shares to those persons if they choose to exercise their Options or Performance Rights, without using the Company's placement capacity under Listing Rule 7.1 and 7.1A. In the case of a director, no Option or Performance Right may be issued to the director without express Shareholder approval of the number and terms of the Options and/or Performance Rights.

If Resolution 6 is not passed, any Options and/or Performance Rights issued to Eligible Persons, or Shares issued to Eligible Persons if they choose to exercise their Options and/or Performance Rights, will count towards the Company's placement capacity under Listing Rule 7.1 and 7.1A.

5.3 Information required by Exception 13(b) of Listing Rule 7.2

Pursuant to and in accordance with Exception 13(b) of Listing Rule 7.2, the following information is provided in relation to the approval:

- (1) A summary of the key terms and conditions of the Plan is set out in Annexure C. The full terms and conditions of the Plan may be obtained free of charge by contacting the Company.
- (2) Since the Plan was last approved by Shareholders on 23 November 2021, the Company has issued 14,030,000 Options under the Plan.
- (3) The maximum number of securities, including Options and Performance Rights proposed to be issued under the Plan following Shareholder approval over three years is 30,000,000. This maximum is not intended to be a prediction of the actual number of Options and Performance Rights to be issued under the Plan but is specified for the purposes of setting a ceiling on the number of Options and Performance Rights approved to be issued under and for the purposes of Exception 13(b), Listing Rule 7.2. Once that number is reached, any additional issues of Options and Performance Rights under the Plan would not have the benefit of Exception 13(b), Listing Rule 7.2, without a fresh Shareholder approval.
- (4) A voting exclusion statement for Resolution 6 is included in the Notice of Meeting preceding this Explanatory Statement.

5.4 Board Recommendation

As all the Directors are entitled to participate in the Plan, they are interested in the outcome of Resolution 6 and accordingly do not consider it appropriate to make a recommendation to Shareholders.

6 RESOLUTION 7: ISSUE OF INCENTIVE SECURITIES TO MR DENNING CHONG

6.1 Background to Resolution 7

The Board proposes to issue 10,000,000 Performance Rights to Mr Denning Chong, a related party of the Company (**Related Party Securities**) for the purposes of Listing Rule 10.11. The Related Party Securities will be issued as part of a long term incentive package for Mr Chong in respect of his role as Chief Executive Officer and Managing Director for the period from 1 July 2024 (**Long Term Incentive Package**). Further information regarding the issue of Related Party Securities to Mr Chong is summarised in section 6.5 below.

In summary, the 10,000,000 Related Party Securities awarded to Mr Denning Chong are subject to the following vesting conditions:

Number of performance rights	Price Vesting Hurdle (15 day VWAP)	Continuous Employment Vesting Hurdle	Expiry Date
2,500,000	\$0.20	30 June 2025	30 June 2028
2,500,000	\$0.25	30 June 2025	30 June 2028
2,500,000	\$0.30	30 June 2025	30 June 2028
2,500,000	\$0.35	30 June 2026	30 June 2028

Other than the vesting condition specified above, the Related Party Securities are otherwise issued on terms set out in Annexure B.

Further background to the issue of the Related Party Securities is set out in section 6.5. The Company notes that, as set out in section 6.5, the Related Party Securities are being issued to Mr Chong as part of a Long Term Incentive Package for the period from 1 July 2024 in respect of his role as CEO and Managing Director of the Company and are therefore substantially distinct from previous incentive issues.

Mr Denning Chong is a related party of the Company for the purposes of the ASX Listing Rules by virtue of being a Director. Accordingly, Shareholder approval is required before the Related Party Securities can be issued to Mr Denning Chong.

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) through (c) above; or

- (e) a person whose relationship with the company or a person referred to in (a) through (d) above is such that, in ASX's opinion, the issue should be approved by shareholders,

unless it obtained the approval of its shareholders.

The issue of the Related Party Securities to Mr Denning Chong falls within Listing Rule 10.11.1, by virtue of being a Director, and does not fall within any of the exceptions in Listing Rule 10.12. The issue of Related Party Securities therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Accordingly, Resolution 7 seeks the required Shareholder approval to issue the Director Shares under and for the purposes of Listing Rule 10.11.

6.3 Regulatory Requirements – Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act and includes the directors of the company under section 228 of the Corporations Act. As such, Mr Denning Chong is a related party of the Company for the purposes of section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit the issuing of securities or the granting of an option to a related party. The issue of the Related Party Securities under Resolution 7 therefore constitute the provision of a financial benefit to a related party.

One of the exceptions to the prohibition is the provision by a company of a financial benefit that constitutes reasonable remuneration to a related party as an officer or employee of the company. The Directors (other than Mr Denning Chong who abstains due to his material personal interest in the outcome of Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Securities because such Equity Securities are issued as part of Mr Chong's remuneration package as Executive Director and CEO of the Company and is considered to be reasonable remuneration in the circumstances.

6.4 Technical Information Required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be **able to proceed** with the issue of the Related Party Securities to Mr Denning Chong as partial remuneration and incentivisation in connection with his role as CEO of the Company. In addition, the issue of the Related Party Securities will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1, given Resolution 7 is approved for all other purposes, including Listing Rule 7.1.

If Resolution 7 is not passed, the Company will **not be able to proceed** with the issue of the Related Party Securities to Mr Denning Chong and the Company will need to explore alternate means of adequately remunerating Mr Chong, which may include increased cash payments where possible.

6.5 Information Required for the Purpose of Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (1) The Related Party Securities will be issued to Mr Denning Chong.
- (2) Mr Chong is a related party of the Company by virtue of being a Director and is accordingly captured under Listing Rule 10.11.1.
- (3) The Related Party Securities comprise 10,000,000 Performance Rights.
- (4) A summary of the material terms of the Performance Rights is set out in Annexure B to this Notice
- (5) The Company intends to issue the Related Party Securities to Mr Denning Chong as soon as practicable following the Meeting and, in any event, no later than 1 month after the date of the Meeting.
- (6) No funds will be raised by the issue of the Director Shares.
- (7) The purpose of the issue of the Related Party Securities to Mr Chong is to incentivise future services to the Company as Managing Director and CEO of the Company as part of a long term incentive package.
- (8) The Related Party Securities are being issued to Mr Denning Chong in respect of his role as Chief Executive Officer and Managing Director as part of the Long Term Incentive Package to incentivise future services to the Company. Mr Denning Chong's current total remuneration package (excluding the Related Party Securities proposed to be issued in connection with Resolution 7) are as follows:

Director	Financial Year	Remuneration		Securities Based Rem \$	Total \$
		Base Salary & Fees \$*	Super \$		
Denning Chong	FY23	149,180	11,954	383,133	544,267
	FY22	40,000	4,000	363,120	407,120

**All values as per FY23 report disclosure.*

The value of the Related Party Securities to be issued to Mr Chong is \$801,393. The value of the Related Party Securities are calculated independently using a Black & Scholes valuation methodology, the details of which are set out in Annexure D to this Notice.

- (9) The Related Party Securities are issued pursuant to the Long Term Incentive Package offer. A summary of the key terms and conditions of the offer is set out in Annexure B.
- (10) A voting exclusion statement for Resolution 7 is included in the Notice of Meeting preceding this Explanatory Statement.

6.6 Board Recommendation

The Directors, other than Mr Denning Chong who abstains due to his personal interest in the outcome of Resolution 7, unanimously recommend that Shareholders vote in favour of Resolution 7.

7 RESOLUTION 8: ISSUE OF STRATEGIC PLACEMENT SHARES

7.1 Background to Resolution 8

As announced by the Company on 14 March 2024, the Company received a binding commitment from Craig Sellars (the **Subscriber**), to raise \$1,000,000 (before costs), via the issue of 6,666,667 Shares at the issue price of \$0.15 per Share (the **Strategic Placement Issue Price**) (the **Strategic Placement**).

7.2 Strategic Placement Overview

The Subscriber and the Company entered into a subscription agreement (the **Subscription Agreement**). The Subscription Agreement provides that the Strategic Placement is subject to Shareholder approval. Accordingly, the Company is proposing to issue 6,666,667 Shares at the Strategic Placement Issue Price per Share (**Strategic Placement Shares**), subject to Shareholder approval pursuant to ASX Listing Rule 7.1.

Resolution 8 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue the Strategic Placement Shares to the Subscriber.

7.3 Terms of Strategic Placement Securities

Shares issued in connection with the Strategic Placement are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.

7.4 Proceeds of the Strategic Placement

The funds raised in connection with the Strategic Placement is \$1,000,000 (before costs), and will be used to accelerate the Company's United States commercialisation including sales and marketing, building on the recent success of enterprise sales in the US, development of initial Medical Artificial Intelligence (AI)-in-the-Cloud system and working capital requirements.

7.5 Listing Rule 7.1

The application of Listing Rule 7.1 is summarised in section 2.2 of this Explanatory Statement above.

The proposed issue of the Strategic Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. While the issue of the Strategic Placement Shares does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of Strategic Placement Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1. The Company also notes that the Subscription Agreement is conditional on Shareholders approving the Strategic Placement. To this end, Resolution 8 seeks Shareholder approval to issue the Strategic Placement Shares under and for the purposes of Listing Rule 7.1.

7.6 Technical Information Required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Strategic Placement Shares and issue 6,666,667 Strategic Placement Shares to the Subscriber in accordance with the Company's obligations under the Subscription Agreement. In addition, the issue of the Strategic Placement Shares will be excluded from the calculation

of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Strategic Placement Shares on the terms of the Subscription Agreement and will need to explore alternative investment opportunities with the Subscriber (which may include utilising its placement capacity under Listing Rule 7.1), or not proceed with the Strategic Placement in its entirety.

7.7 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (1) The Strategic Placement Shares will be issued to Craig Sellars.
- (2) 6,666,667 fully paid ordinary shares are to be issued to Craig Sellars.
- (3) The Company intends to issue the Strategic Placement Shares as soon as practicable and in any event no later than 3 months after the date of the Meeting.
- (4) The Strategic Placement Shares are to be issued at the Issue Price of \$0.15, raising \$1,000,000 (before costs).
- (5) The Strategic Placement Shares are to be issued in connection with the Subscription Agreement entered into between the Subscriber and the Company on the material terms summarised in section 7.2 and otherwise on standard terms for placements of such kind.
- (6) The funds raised by the Company are to be used for the purposes set out in section 7.4 above.
- (7) A voting exclusion statement for Resolution 8 is included in the Notice of Meeting preceding this Explanatory Memorandum.

7.8 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

8 RESOLUTION 9: AMENDMENT TO THE CONSTITUTION

8.1 Background to Resolution 9

A company may modify or repeal its Constitution or a provision of its Constitution by special resolution of Shareholders. A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Resolution 9 is a special resolution that seeks Shareholder approval to amend the Constitution by inserting new provisions into the Constitution to specify a cap on the number of securities that may be issued for monetary consideration under the Plan for the purposes of section 1100V of the Corporations Act (**Amended Constitution**).

A copy of the Amended Constitution is available for review by Shareholders at the Company's website <https://singular.health> and at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders by email upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries.

To obtain the disclosure relief for issues under employee incentive schemes under Division 1A of Part 7.12 of the Corporations Act, any issues of securities under an employee incentive scheme for consideration (i.e Shares issued for cash or cash payable on exercise of an Option) must comply with the issue cap in section 1100V of the Corporations Act. Section 1100V(2) provides that the issue cap for listed entities is either:

- (a) the cap set out in the constitution, if any; or
- (b) 5% of the number of fully paid shares the company has on issue as at the date the offer of securities is made to the scheme participant. There is currently no cap set out in the Constitution. Accordingly, the number of securities that the Company can issue for consideration under the Plan is currently capped at 5% of the total number of fully paid shares on issue at the date of the offer of the securities. The Company is seeking Shareholder approval to amend the Constitution to introduce a cap of 15% of the total number of fully paid shares on issue as at the date the offer of securities is made, thereby increasing the current cap and the number of securities that may be issued for consideration under the Plan (**Proposed Amendment**).

In accordance with Division 1A of Part 7.12 of the Corporations Act, the issue cap will be calculated at the time of an offer of Options (or other awards under the Plan that require monetary consideration from the Eligible Participant). The calculation of the cap:

- (a) includes the number of Shares underlying the offer of Options (or other securities for monetary consideration) that is being tested, plus the number of Shares that were issued or that could be issued on the exercise or vesting of all awards made under the Plan in the preceding 3 years (other than such awards that have since lapsed unexercised); but
- (b) excludes the number of Shares underlying awards made to Eligible Participants outside Australia.

The Proposed Amendment will be affected by introducing a new clause 2.7 into the Constitution as follows:

2.7 Employee Share Scheme Cap

Subject to the Listing Rules and the Corporations Act, for the purposes of section 1100V(2)(a) of the Corporations Act, the issue cap percentage is 15%.

Increasing the cap to from 5% to 15% will increase the Company's ability to reward and remunerate its staff with awards under the Plan, without having to incur the cost of preparing a prospectus.

8.2 Board Recommendation

The Board declines to make a recommendation in respect of Resolution 9 due to the fact that the Directors have a personal interest in the outcome of the Resolution as securities may be issued to the Directors under the Plan in accordance with the Proposed Amendment. If Resolution 9 is approved, the Proposed Amendment will be adopted and take effect from the close of the Meeting.

9 RESOLUTION 10: ISSUE OF SHARES TO NIGEL BROWN

9.1 Background to Resolution 10

The Company has agreed to issue and allot Mr Nigel Brown 1,000,000 fully paid ordinary shares in the Company in connection with his departure and services as former director of the Company's wholly owned subsidiary, Singular 3DP Pty Ltd (**3DP Shares**).

Resolution 10 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue the 3DP Shares to Mr Nigel Brown.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 2.2.

The proposed issue of the 3DP Shares does not fit within any of the exceptions to Listing Rule 7.1. While the issue of the 3DP Shares does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of 3DP Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1. To this end, Resolution 10 seeks the required Shareholder approval to issue the 3DP Shares under and for the purposes of Listing Rule 7.1.

9.3 Technical Information Required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be **able to proceed** with the issue of the 1,000,000 3DP Shares to Mr Nigel and it will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will **not be able to proceed** with the issue of the 3DP Shares to Mr Nigel Brown and the Company will need to explore alternate means of satisfying the proposed allotment of securities in connection with his departure and services provided as former director of the Company's wholly owned subsidiary, Singular 3DP Pty Ltd.

9.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (1) The 1,000,000 3DP Shares will be issued to Mr Nigel Brown.
- (2) The 3DP Shares to be issued to Mr Nigel Brown are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.
- (3) The Company intends to issue the 3DP Shares as soon as practicable and in any event no later than 3 months after the date of the Meeting.
- (4) No funds will be raised by the issue of the 3DP Shares.
- (5) The purpose of the issue of the 3DP Shares is in connection with the services and departure of Mr Nigel Brown.
- (6) The 3DP Shares are to be issued in connection with the services provided by Mr Nigel Brown, the terms of which provide that the Company will issue and allot Mr Nigel Brown 1,000,000 3DP Shares that will be held in escrow for a period of 24 months.
- (7) A voting exclusion statement for Resolution 10 is included in the Notice of Meeting preceding this Explanatory Statement.

9.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

10 RESOLUTION 11: ISSUE OF MARIN & SONS PLACEMENT SHARES

10.1 Background to Resolution 11

As announced by the Company on 15 May 2024, the Company received a binding commitment from Marin & Sons LLC (**Marin & Sons**) as a follow-on investment to the November 2023 placement, to raise \$773,000 (before costs) (**Subscription Amount**), via the issue of 4,831,250 Shares at the issue price of \$0.16 per Share (the **Marin & Sons Placement Issue Price**) (the **Marin & Sons Placement**).

10.2 Marin & Sons Placement Overview

In May 2024, Marin & Sons and the Company entered into a subscription agreement (the **Marin & Sons Subscription Agreement**). The Marin & Sons Subscription Agreement provides that the Marin & Sons Placement is subject to Shareholder approval. Accordingly, the Company is proposing to issue 4,831,250 Shares at the Marin & Sons Placement Issue Price per Share (**Marin & Sons Placement Shares**), subject to Shareholder approval pursuant to ASX Listing Rule 7.1. The Marin & Sons Placement Shares will be subject to a 12-month escrow period.

Resolution 11 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue the Marin & Sons Placement Shares to Marin & Sons.

10.3 Terms of Strategic Placement Securities

Shares issued in connection with the Marin & Sons Placement are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.

10.4 Proceeds of the Marin & Sons Placement

The funds raised in connection with the Marin & Sons Placement is \$773,000 (before costs), and will be used to accelerate the Company's United States commercialisation including sales and marketing, building on the recent success of enterprise sales in the US, development of initial Medical Artificial Intelligence (AI)-in-the-Cloud system and working capital requirements.

10.5 Listing Rule 7.1

The application of Listing Rule 7.1 is summarised in section 2.2 of this Explanatory Statement above.

The proposed issue of the Marin & Sons Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. While the issue of the Marin & Sons Placement Shares does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of Marin & Sons Placement Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1. The Company also notes that the Marin & Sons Subscription Agreement is conditional on Shareholders approving the Marin & Sons Placement. To this end, Resolution 11 seeks Shareholder approval to issue the Marin & Sons Placement Shares under and for the purposes of Listing Rule 7.1.

10.6 Technical Information Required by Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to proceed with the issue of the Marin & Sons Placement Shares and issue 4,831,250 Shares to Marin & Sons in accordance with the Company's obligations under the Marin & Sons Subscription Agreement. In addition, the issue of the Marin & Sons Placement Shares will be excluded from the calculation of the

number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Marin & Sons Placement Shares on the terms of the Marin & Sons Subscription Agreement and will need to explore alternative investment opportunities with Marin & Sons (which may include utilising its placement capacity under Listing Rule 7.1), or not proceed with the Marin & Sons Placement in its entirety.

10.7 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (1) The Marin & Sons Placement Shares will be issued to Marin & Sons LLC.
- (2) 4,831,250 fully paid ordinary shares are to be issued to Marin & Sons LLC.
- (3) The Company intends to issue the Marin & Sons Placement Shares as soon as practicable and, in any event no later than 3 months after the date of the Meeting.
- (4) The Marin & Sons Placement Shares are to be issued at the Issue Price of \$0.16, raising \$773,000 (before costs).
- (5) The Marin & Sons Placement Shares are to be issued in connection with the Marin & Sons Subscription Agreement entered into between Marin & Sons LLC and the Company on the material terms summarised in section 10.2 and otherwise on standard terms for placements of such kind.
- (6) The funds raised by the Company are to be used for the purposes set out in section 10.4 above.
- (7) A voting exclusion statement for Resolution 11 is included in the Notice of Meeting preceding this Explanatory Memorandum.

10.8 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11.

11 RESOLUTION 12: ISSUE OF PERFORMANCE RIGHTS TO MARIN & SONS

11.1 Background to Resolution 12

On 20 September 2023, the Company entered into a consultancy agreement with Marin & Sons pursuant to which Marin & Sons provide consultancy services including corporate advisory services, sales and marketing advisory services and sales and customer lead generation services to the Company throughout the world (the **Consultancy Agreement**) (as amended). As consideration for services provided by Marin & Sons under the Consultancy Agreement, the Company agreed to pay Marin & Sons a monthly retainer of US\$10,000 and issue to Marin & Sons 4,500,000 Performance Rights.

As announced by the Company on 15 May 2024, the Company entered into a Consultancy Agreement Variation (**Variation Agreement**) pursuant to which Marin & Sons agreed to vary the Consultancy Agreement as the Company's US Public Affairs and Corporate Advisor by waiving their monthly retainer in lieu of receiving 1 million Performance Rights that are to vest upon the Company receiving a binding, unconditional contract of a minimum total contract value of US\$1,000,000 over 18 months, from a managed service organisation in the United States (**Consultancy Performance Rights**). Following the issue of the Shares upon the

vesting conditions being satisfied, the Shares will be subject to a 12 month escrow period. The vesting condition applicable with respect to the Consultancy Performance Rights to be issued are summarised in the table below.

'Class D' Consultancy Performance Rights – 1,000,000	
Milestone D	Subject to the payment of the Subscription Amount pursuant to the Marin & Sons Subscription Agreement, 1,000,000 Class D Performance Rights will (to the extent not vested already) vest and immediately convert on a one-for-one basis into 1,000,000 Shares in the event of a signed binding unconditional contract (minimum 18 month contract value of US\$1,000,000) with a managed service organisation.

11.2 Listing Rule 7.1

The application of Listing Rule 7.1 is summarised in section 2.2 of this Explanatory Statement above.

The proposed issue of the Marin & Sons Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. While the issue of the Consultancy Performance Rights does not exceed the Company's 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wished to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of Consultancy Performance Rights under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Accordingly, (and noting, in any event, that the issue of the Consultancy Performance Rights is conditional on Shareholder approval under the Consultancy Agreement) Resolution 12 seeks the required Shareholder approval to issue the Consultancy Performance Rights under and for the purposes of Listing Rule 7.1.

11.3 Technical Information Required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Consultancy Performance Rights and issue 1,000,000 Performance Rights to Marin & Sons in connection with the Consultancy Agreement. In addition, the issue of the Consultancy Performance Rights will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Consultancy Performance Rights immediately and may need to consider alternative methods of compensating Marin & Sons in connection with the Consultancy Agreement, which could include cash payments.

11.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 12:

- (1) The Consultancy Performance Rights will be issued to Marin & Sons LLC.
- (2) 1,000,000 Consultancy Performance Rights will be issued to Marin & Sons LLC (or its nominee/s) in connection with Resolution 12.

- (3) The Consultancy Performance Rights comprise 1,000,000 'Class D' Performance Rights which vest on the terms summarised above and are otherwise issued on the terms set out in Annexure E to this notice.
- (4) The Company intends to issue the Consultancy Performance Rights as soon as practicable following the Meeting and, in any event no later than 3 months after the date of the Meeting.
- (5) The Consultancy Performance Rights will be issued for nil issue price as contingent consideration for consultancy services provided by Marin & Sons under the Consultancy Agreement, and as such no funds were raised in connection with the issue.
- (6) The Consultancy Performance Rights are issued in connection with the Consultancy Agreement, the material terms of which are summarised in section 11.1 above.
- (7) A voting exclusion statement for Resolution 12 is included in the Notice of Meeting preceding this Explanatory Memorandum.

11.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

GLOSSARY

Term	Meaning
\$	Australian dollars
Associate	Has the meaning given in the ASX Listing Rules
ASX	Australian Stock Exchange
Board	The board of Directors of the Company
Chairman	The chairman of the Meeting
Closely Related Party	Closely Related Party of a member of the Key Management Personnel means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (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 dealings with the Company; or (e) a company that the member controls; or (f) a person prescribed by the relevant regulations applicable for the purposes of this definition under the Corporations Act.
Company or Singular Health	Singular Health Group Limited (ACN 639 242 765)
Company Secretary	The company secretary of the Company
Corporations Act	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the regulations of that act
Directors	The directors of the Company
Director Shares	Shares to be issued to the Directors in accordance with Resolutions 2, 3 and 4 as defined in section 4.1 of the Explanatory Statement
ESOP	Employee Share Option Plan
ESOP Options	Options to be issued under the Plan as defined in section 6.1 of the Explanatory Statement
ESOP Performance Rights	Performance rights to be issued under the Plan as defined in section 6.1 of the Explanatory Statement
Equity Securities	Includes a Share or any option or convertible security issued by the Company or any other security that ASX decides to classify as an Equity Security
Explanatory Statement	The explanatory statement accompanying the Notice of Meeting
Key Management Personnel	Key management personnel of the Company (as defined in Section 9 of the Corporations Act)
Meeting or General Meeting	The General Meeting of Shareholders to be held on 27 June 2024

Term	Meaning
Notice of Meeting or Notice	The notice accompanying the Explanatory Statement for the Meeting
Lead Manager	Shaw and Partners Limited
Listing Rules or ASX Listing Rules	Official listing rules of the ASX
Option	Means an Option in the Company convertible upon exercise into one Share
Performance Right	means an Equity Security entitlement to subscribe for, acquire, and / or, be allocated a Share on the basis of one Share for each performance right that vests upon satisfaction of the relevant vesting conditions and other terms and conditions determined by the Board
Placement	The strategic placement detailed in paragraph 2.1 of the Explanatory Statement
Placement Issue Price	\$0.055 per Share issued in connection with the Placement
Placement Options	Free attaching Options issued in connection with the Placement
Placement Securities	The Placement Shares and Placement Options, taken together
Placement Shares	Shares issued in connection with the Placement
Plan	The Company's Employee Share Option Plan adopted by the Company 12 October 2021
Proxy Form	The proxy form accompanying this booklet
Related Party Securities	Performance Rights to be issued to Mr Denning Chong in accordance with Resolution 7 as defined in section 6.1 of the Explanatory Statement
Resolution	A resolution contained in the Notice of Meeting
Shareholders	The holders of Shares in the Company
Shares	The ordinary shares of the Company

The plural includes the singular and vice versa and words denoting any gender includes all genders.

Annexure A – Terms of Options

- (a) Each Option shall confer the right to subscribe for one fully paid ordinary share in the capital of Singular Health Group Limited (the **Company**) (**Share**).
- (b) The exercise price for each Option is as set out in the Explanatory Statement above (**Exercise Price**).
- (c) The Options will expire at 5.00pm (Perth time) on the date that is set out in the Explanatory Statement above (the **Expiry Date**). Any Options that have not been validly exercised before the Expiry Date will lapse.
- (d) A certificate will be issued for the Options. On the reverse side of the certificate there will be endorsed a statement of the rights of the Option holder and a notice that is to be completed when exercising the Options (**Exercise Notice**). If there is more than one Option comprised in this certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.
- (e) Subject to paragraph (m) the Options are exercisable at any time before the Expiry Date by the delivery to the registered office of the Company of the Exercise Notice and the Exercise Price in cleared funds. The Exercise Notice and cleared funds must be received before the Expiry Date. The Options may be exercised in whole or in part. If the Options are exercised in part each Exercise Notice must be for not less than 1,000 Shares and in multiples of 1,000 Shares.
- (f) After an Option is validly exercised, the Company must as soon as possible following receipt of the Exercise Notice and receipt of cleared funds equal to the subscription monies due:
 - (i) issue the Shares and:
 - (A) give the Australian Securities Exchange a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth); or
 - (B) if the Company is unable to issue such a notice under 708A(5)(e) of the *Corporations Act 2001* (Cth), use reasonable endeavours to lodge with the Australian Securities and Investments Commission a prospectus prepared in accordance with the *Corporations Act 2001* (Cth) and do all things necessary to satisfy section 708A(11) of the *Corporations Act* to ensure that an offer for sale of the Shares does not require disclosure to investors and, until such time as the Company issues a prospectus prepared in accordance with the *Corporations Act 2001* (Cth), the holder of such Shares issued on exercise of an Option must not transfer such Shares until the earlier of the date that the Company issues a prospectus prepared in accordance with the *Corporations Act 2001* (Cth) or the date that is twelve months after the issue of such Shares; and
 - (ii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 15 business days after the date of exercise of the Option.
- (g) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Options.
- (h) Subject to paragraph (m), Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (i) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the ASX Listing Rules, but in all other respects, the terms of exercise will remain unchanged.
- (j) The Options are not transferable.
- (k) There is no right to change the exercise price of Options nor the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or pro-rata issue.
- (l) Application will not be made for official quotation of the Options on the Australian Securities Exchange.
- (m) The exercise of the Options by an Option holder is subject at all times to the *Corporations Act 2001* (Cth).

Annexure B – Terms of Performance Rights

- (a) At the discretion of the Board, each Performance Right shall confer the right to receive cash to the value of one fully paid ordinary share in the capital of Singular Health Group Limited (the **Company**) (**Share**) calculated in accordance with clause (f) or to subscribe for one fully paid Share upon the exercise of each Performance Right.
- (b) The Performance Rights will expire at 5.00pm WST on the date that is set out in the Invitation Letter above (the **Expiry Date**).
- (c) **Vesting Conditions:** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Conditions**) specified below:

Number of performance rights	Price Vesting Hurdle (15 day VWAP)	Continuous Employment Vesting Hurdle	Expiry Date
2,500,000	\$0.20	30 June 2025	30 June 2028
2,500,000	\$0.25	30 June 2025	30 June 2028
2,500,000	\$0.30	30 June 2025	30 June 2028
2,500,000	\$0.35	30 June 2026	30 June 2028

- (d) A certificate will be issued for the Performance Rights. On the reverse side of the certificate there will be endorsed a statement of the rights of the Performance Right holder. If there is more than one Performance Right comprised in this certificate and prior to the Expiry Date those Performance Rights are exercised in part, the Company will issue another certificate for the balance of the Performance Rights held and not yet exercised.
- (e) The Company will notify the holder of the date the Vesting Conditions is satisfied (**Vesting Date**) in writing (**Vesting Notice**) as soon as possible on becoming aware that the Vesting Conditions have been satisfied.
- (f) The Company will notify the holder in writing as to its election to satisfy the exercise of Performance Rights through the issue of Shares or the payment of cash. If the Performance Rights are satisfied through the payment of cash, the amount of cash payable will be calculated based on the VWAP of the Company's Shares over the 20 trading day period immediately preceding the Vesting Date.
- (g) Where the Board elects to satisfy the Performance Rights by the issue of Shares and notifies the holder in writing accordingly, at any time between receipt of such notification and the Expiry Date (as defined in clause (b) above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
- (h) As soon as practicable after the valid exercise of a vested Performance Right, the Company will as soon as possible:
 - (i) issue the Shares and:
 - (C) give the Australian Securities Exchange a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth); or
 - (D) if the Company is unable to issue such a notice under 708A(5)(e) of the *Corporations Act 2001* (Cth), use reasonable endeavours to lodge with the Australian Securities and Investments Commission a prospectus prepared in accordance with the *Corporations Act 2001* (Cth) and do all things necessary to satisfy section 708A(11) of the *Corporations Act* to ensure that an offer for sale of the Shares does not require disclosure to investors and, until such time as the Company issues a prospectus prepared in accordance with the *Corporations Act 2001* (Cth), the holder of such Shares issued on exercise of an Performance Right must not transfer such Shares until the earlier of the date that the Company issues a prospectus prepared in accordance with the *Corporations Act 2001* (Cth) or the date that is twelve months after the issue of such Shares; and

- (ii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 15 business days after the date of exercise of the Performance Right.
- (i) Unless the Board in its sole and absolute discretion determines otherwise, in the event your appointment as Chief Executive Officer of the Company ceases any unvested Performance Rights will be forfeited.
- (j) Where a Control Event has (i) occurred or (ii) been announced by the Company and, in the opinion of the Board, will or is likely to occur, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Vesting Conditions have been satisfied. A **Control Event** for the purposes of this clause includes a takeover, scheme of arrangement, merger, consolidation or other similar transaction or series of transactions that involves the sale, acquisition or transfer of all of, or a controlling interest in, the share capital of the Company in a single transaction or a series of related transactions.
- (k) There are no participating rights or entitlements inherent in the Performance Rights and holders of the Performance Rights will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Performance Rights.
- (l) In the event of a reorganisation of the issued capital of the Company, the Performance Rights will be reorganised in accordance with the ASX Listing Rules, but in all other respects, the terms of exercise will remain unchanged.
- (m) The Performance Rights are not transferable.
- (n) There is no right to change the number of underlying Shares which may be issued on the conversion of a vested Performance Right, if the Company completes a bonus or pro-rata issue.
- (o) Application will not be made for official quotation of the Performance Rights on the Australian Securities Exchange.
- (p) The exercise of the Performance Rights by a Performance Right holder is subject at all times to the Corporations Act 2001 (Cth).

Annexure C – Key Terms of Singular Health Employee Share Option Plan

The Company has adopted an employee share option plan (the **Plan**). The Plan is proposed to provide a framework by which the Company may issue equity securities to attract, motivate and retain key directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company. The material terms of the Plan are summarised below:

- (a) **(Purpose)** The purpose of the Plan is to assist in the reward, retention and motivation of eligible participants, link the reward of eligible participants to Shareholder value creation and align the interests of eligible participants with Shareholders by providing an opportunity to eligible participants to earn rewards via an equity interest in the Company based on creating Shareholder value.
- (b) **(Eligibility)** Directors, senior management, employees, eligible contractors and any other person declared eligible at the discretion of the Board is eligible to participate in the Plan.
- (c) **(Awards)** Awards granted under the Plan may be in the form of performance rights or options to acquire Shares (**Awards**). 'Performance Rights' are entitlements to subscribe for, acquire, and / or, be allocated a Share on the basis of one Share for each performance right that vests upon satisfaction of the relevant vesting conditions and other terms and conditions determined by the Board under the Plan. 'Options' are options granted to subscribe for, acquire, and / or, be allocated a number of Shares upon satisfaction of the relevant vesting conditions and other terms and conditions determined by the Board under the plan and payment of the applicable exercise price by the participant.
- (d) **(Administration)** The Plan is administered by the Board which has absolute discretion to determine appropriate procedures for its administration and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the Plan.
- (e) **(Offers)** Any offer by the Board of the grant of Awards will be subject to terms and conditions determined by the Board in its sole discretion and include, as a minimum, the following:
 - (i) that the Award is expressed to be made under Division 1A of Part 7.12 of the Corporations Act;
 - (ii) the type and number of Awards to be granted;
 - (iii) the grant date;
 - (iv) the fee, if any, to be paid upon grant of an Award;
 - (v) the performance hurdles (if any), vesting conditions (if any) applicable to any Award;
 - (vi) in the case of an Option, the exercise price and the period in which the Award can be exercised;
 - (vii) the expiry date and term of the Awards;
 - (viii) the forfeiture conditions of the Awards (if any);
 - (ix) any further rights attaching to the Awards; and
 - (x) any disposal restrictions attaching to the Awards or the Shares issued upon vesting or exercise of the applicable Award.
- (f) **(Award Terms)** The following terms apply to all Awards granted under the Plan:
 - (i) the Awards do not carry any voting or dividend rights;
 - (ii) the Awards are subject to specific terms and conditions under which they have been issued, until a Share issued under the Plan is registered in the name of the holder and no longer subject to any vesting conditions;
 - (iii) in the event the Company undergoes a change in control, the Board has discretion to determine the treatment of Awards and the timing of that treatment, however, generally speaking, Awards will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the change of control event, regardless of whether or not the employment, engagement or office of the Participant is terminated or ceases in connection with the change of control event; and

- (iv) in the event the Company undergoes a reorganisation or reconstruction of capital, the Awards will be adjusted in accordance with the Listing Rules. The Board may make whatever adjustments to this process as necessary or desirable to ensure that the consequences of any reorganisation or reconstruction is as fair between the participants and Shareholders subject to applicable law and the Listing Rules
- (g) **(Share Terms)** Shares granted upon the exercise or vesting of any Award granted under the Plan will rank equally with other Shares on issue, be entitled to dividends from the date at which they are recorded under the Plan as being registered against the participant and have applicable voting rights. The Board may determine, prior to an invitation being made, whether there will be any restrictions on the transfer or disposal, or the granting of security over, Shares issued in connection with the Plan.
- (h) **(Participation Rights)** A participant who holds Awards is not entitled, as a result, to:
 - (i) notice of, or to vote at or attend, a meeting of Shareholders unless and until the Awards are exercised and the participant holds Shares; or
 - (ii) receive any dividends declared by the Company in respect of such Awards.

Further, other than in circumstances of adjustments for capital reconstructions (such as a reduction, subdivision, consolidation or reorganisation of the Company's issued capital, a distribution of assets in specie, the payment of dividends other than in the ordinary course or the issue of equity securities by way of capitalisation of profits or reserves (in which case the Awards will be adjusted in accordance with the Listing Rules) during the currency of any Award and prior to their vesting, participants are not entitled to participate in any new issue of equity securities as a result of their holding of any Award.
- (i) **(Transfer)** The Awards may not be assigned, transferred, or encumbered, unless the prior consent of the Board is obtained (where such consent will only be provided in exceptional circumstances) or if the assignment or transfer occurs by force of law upon the death of a participant.
- (j) **(Termination)** Where a participant ceases employment with the Company prior to the vesting of any Awards, the Awards' treatment will depend upon the circumstances of cessation. Where the participant ceases employment due to resignation or termination for cause (i.e where they are a 'bad leaver') all unvested Awards will lapse at cessation. Where a participant ceases employment for any other reasons (i.e where they are a 'good leaver') the unvested Awards will generally continue on foot and be tested at the end of the original vesting date against the relevant vesting conditions. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances.
- (k) **(Forfeiture)** The Board retains the power to forfeit all unvested and vested Awards where a participant acts fraudulently or dishonestly or wilfully breaches his or her duties to the Company and its related bodies corporate.
- (l) **(Deferral of Taxing Point)** Subdivision 83A-C of the Income Tax Assessment Act 1997 applies to Awards granted under this Plan subject to the conditions in that Act and unless an Invitation specifies otherwise.
- (m) **(Inconsistency with Invitation Letter)** To the extent that there is any inconsistency between the Plan and the terms of any Invitation, the Invitation will prevail, subject to clause 1.6 and clause 20 of the Plan.

Annexure D – Valuation of Performance Rights

The Performance Rights are linked to market-based vesting conditions, as such the independent valuer has used a trinomial valuation model for the purposes of the valuation.

Performance Rights Valuation Assumptions

	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Valuation Date	9/04/2024	9/04/2024	9/04/2024	9/04/2024
Issue Date	9/04/2024	9/04/2024	9/04/2024	9/04/2024
Vesting Date	30/06/2025	30/06/2025	30/06/2025	30/06/2026
Expiry Date	30/06/2028	30/06/2028	30/06/2028	30/06/2028
Option Life	4.23	4.23	4.23	4.23
Vesting Period	1.22	1.22	1.22	2.22
Stock Price	0.110	0.110	0.110	0.110
Exercise Price	-	-	-	-
Dividends	-	-	-	-
Employee Exit Rate	16%	16%	16%	16%
Risk Free Rate	3.71%	3.71%	3.71%	3.71%
Volatility	95.33%	95.33%	95.33%	95.33%
Performance Hurdle	Continuous employment until 30th June 2025 and a 15-day volume weighted average price of the shares of the Company is greater than 20 cents.	Continuous employment until 30th June 2025 and a 15-day volume weighted average price of the shares of the Company is greater than 25 cents.	Continuous employment until 30th June 2025 and a 15-day volume weighted average price of the shares of the Company is greater than 30 cents.	Continuous employment until 30th June 2026 and a 15-day volume weighted average price of the shares of the Company is greater than 35 cents.
Barrier	\$0.20	\$0.25	\$0.30	\$0.35
Days	15	15	15	15
Amount Issued	2,500,000	2,500,000	2,500,000	2,500,000

Source: Singular Health Group Ltd & MACF (WA) Pty Ltd

Annexure E – Terms of Consultancy Performance Rights

The following terms and conditions apply to the Performance Rights:

1 Terms of the Performance Rights

(a) Performance Rights

Each Performance Right will:

- (i) convert into a fully paid ordinary share in the capital of the Company if the relevant Milestone (as that term is defined below) is satisfied; and
- (ii) lapse if the relevant Milestone (as that term is defined below) is not satisfied.

(b) No Voting Rights

The Performance Rights do not entitle the Consultant to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

(c) No Dividend Rights

The Performance Rights do not entitle the Consultant to any dividends.

(d) No Rights to Return of Capital

The Performance Rights may not participate in the surplus profits or assets of the Company.

(e) Transfer of Performance Rights

The Performance Rights are not transferable.

(f) Reorganisation of Capital

In the event that the issued capital of the Company is reconstructed, all rights of the Consultant will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Consultant are not diminished or terminated.

(g) Application to ASX

The Performance Rights will not be quoted on ASX. If the Company is listed on the ASX at the time, upon conversion of the Performance Rights into Shares in accordance with these terms, the Company must within ten (10) days after the conversion, apply for and use its best endeavours to obtain the official quotation on ASX of the Shares arising from the conversion.

(h) Participation in Entitlements and Bonus Issues

Subject always to the rights under item (f) (Reorganisation of Capital), holders of Performance Rights will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

(a) Amendments required by ASX

The terms of the Performance Rights may be amended as necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the Consultant are not diminished or terminated.

(b) No Other Rights

The Performance Rights give the Consultant no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

2 Conversion of the Performance Rights

(a) Milestones

Subject to paragraph (c) below, the Performance Rights will convert as follows:

- (i) 2,000,000 Class A Performance Rights will convert into 2,000,000 Shares upon:
 - a signed binding unconditional contract for the 1st paid pilot / contract (minimum annual contract value of US\$250,000) with any USA based hospital within 12 months of engagement of the Consultant (**Milestone A**);
- (ii) 500,000 Class B Performance Rights will convert into 500,000 Shares upon each:
 - additional signing of a binding unconditional contract with a hospital (minimum annual contract value of US\$250,000 each) (**Milestone B**), with up to a maximum of 2,500,000 Class B Performance Rights in total capable of being granted under this Milestone B; and
- (iii) whereby any of the Class A Performance Rights and/or the Class B Performance Rights are not converted into Shares under Milestone A and/or Milestone B, any balance of the total 4,500,000 Performance Rights (being the combined total of the Class A Performance Rights and the Class B Performance Rights) will convert into the equivalent number of balancing Shares if:
 - a commercial contract / pilot is signed on a binding and unconditional basis with a minimum of US\$350,000 annual contract value is secured with a National Healthcare Organisation (such as the HCA), that has more than 7 clinics, spread over more than 1 State of United States of America (**Milestone C**),
- (iv) Subject to the payment of the Subscription Amount pursuant to the Subscription Agreement, 1,000,000 Class D Performance Rights will convert into 1,000,000 Shares upon:
 - (I) signed binding unconditional contract (minimum 18 month contract value of US\$1,000,000) with a managed service organisation (**Milestone D**). Following the issue of the Shares, the Consultant acknowledges and agrees that the Shares will be subject to a period of 12 months escrow from the date of issue of issue and the Consultant must enter into an escrow deed in the form attached to this agreement as Annex A with respect to the Shares.

(Milestone A, Milestone B, Milestone C and Milestone D are each a Milestone and collectively, the **Milestones**).

(b) No Conversion if Corporations Act Contravention

In the event that:

- (i) the conversion of the Performance Rights into Shares would result in the Consultant being in contravention of section 606(1) of the Corporations Act, then the conversion of such number of Performance Rights that would cause the contravention will be deferred until such time or times thereafter the conversion would not result in such a breach; and
- (ii) the above paragraph (b)(i) applies, the Consultant may, by notice in writing, require the Company to call a meeting of its shareholders for the purposes of obtaining approval under item 7, section 611 of the Corporations Act for the conversion of the Performance Rights, in which case the Company must as soon as practicable call a meeting of its shareholders for the purposes of obtaining approval under item 7, section 611 of the Corporations Act for the conversion of the Performance Rights into Shares.

(c) Expiry

The Performance Rights will automatically lapse the earlier of:

- (i) the Milestones not being met within 24 months following the date of this agreement;
- (ii) the Board making a determination that the Consultant has acted fraudulently, dishonestly or in breach of its obligations to the Company or the Consultant has materially breached the provisions of this agreement; or
- (iii) the Consultant ceasing to be engaged by the Company as a consultant.

Subject to the Change in Control Event provisions below and for the avoidance of doubt, in each case above, the Performance Rights will not vest until after the applicable vesting date.

(d) **Change in Control Event**

Upon the occurrence of a Change in Control Event, the Board may determine (in its discretion):

- (i) that the Performance Rights may vest earlier than the applicable vesting date, on the date of such determination, and in any number until the date determined by the Board acting bona fide so as to permit you to participate in any change of control arising from a Change in Control Event provided that the Board will advise you in writing of such determination; or
- (ii) to use their reasonable endeavours to procure that an offer is made to holders of Performance Rights on like terms (having regard to the nature and value of the Performance Rights) to the terms proposed under the Change in Control Event in which case the Board shall determine an appropriate period during which the holder may elect to accept the offer and, if you have not so elected at the end of that period, the Performance Rights shall lapse.

For the purposes of this paragraph, **Change in Control Event** means:

- (a) the occurrence of:
 - (i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (ii) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Performance Rights); or
- (b) the announcement by the Company that:
 - (i) its shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party; and
 - (ii) the Court, by order, approves the proposed scheme of arrangement; or
- (c) the occurrence of the sale of all or a majority of the Company's main undertaking; or
- (d) at the absolute discretion of the Board, the occurrence of a sale of at least 50% of the Company's main undertaking.

(e) **After Conversion**

The Shares issued on conversion of the Performance Rights will, as and from 5.00pm (AWST) on the date of issue, rank equally with and confer rights identical with all other Shares then on issue and, if the Company is listed on ASX at the time, application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.

(f) **Conversion Procedure**

The Company will issue the Consultant with a new holding statement for the Shares as soon as practicable following the conversion of the Performance Rights into Shares.

(g) **Ranking of Shares**

The Shares into which the Performance Rights will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.

(h) **Restriction on sales and transfers under the US Securities Act**

THE PERFORMANCE RIGHTS AND THE SHARES HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 OR ANY U.S. STATE SECURITIES LAWS. THE HOLDER HEREOF, BY PURCHASING SUCH SECURITIES, AGREES FOR THE BENEFIT OF THE COMPANY, THAT THESE SECURITIES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE COMPANY; (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATIONS UNDER THE U.S. SECURITIES ACT AND LOCAL LAWS, INCLUDING SALES OF SHARES IN ORDINARY COURSE TRANSACTIONS ON THE AUSTRALIAN SECURITIES EXCHANGE THAT ARE NOT PRE-ARRANGED WITH A PERSON IN THE UNITED STATES; (C) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE U.S. STATE SECURITIES LAWS; OR (D) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT. IN ADDITION, ANY HEDGING TRANSACTION INVOLVING THE SECURITIES UNDERLYING THE PERFORMANCE RIGHTS OR THE SHARES MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE U.S. SECURITIES ACT.

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 25 June 2024**, 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://automic.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)

I/We being a Shareholder entitled to attend and vote at the General Meeting of Singular Health Group Limited, to be held at **10.00am (AWST) on Thursday, 27 June 2024 at Level 5, 191 St Georges Terrace, Perth, Western Australia** hereby:

[illegible]

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4, 5 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 4, 5 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	RATIFICATION OF PLACEMENT SHARES UNDER THE COMPANY'S ASX LISTING RULE 7.1 CAPACITY	☐	☐	☒	7	ISSUE OF ESOP SECURITIES TO MR DENNING CHONG	☐	☐	☐
2	RATIFICATION OF PLACEMENT SHARES UNDER THE COMPANY'S ASX LISTING RULE 7.1A CAPACITY	☐	☐	☐	8	ISSUE OF STRATEGIC PLACEMENT SHARES	☐	☐	☐
3	ISSUE OF LEAD MANAGER OPTIONS	☐	☐	☐	9	AMENDMENT TO THE CONSTITUTION	☐	☐	☐
4	ISSUE OF SHARES TO HOWARD DIGBY (NON-EXECUTIVE DIRECTOR) – CONVERSION OF DIRECTOR FEES	☐	☐	☐	10	ISSUE OF SHARES TO MR NIGEL BROWN	☐	☐	☐
5	ISSUE OF SHARES TO ANDREW JUST (NON-EXECUTIVE DIRECTOR) – CONVERSION OF DIRECTOR FEES	☐	☐	☐	11	ISSUE OF MARIN & SONS PLACEMENT SHARES	☐	☐	☐
6	APPROVAL OF EMPLOYEE SHARE OPTION PLAN	☐	☐	☐	12	ISSUE OF PERFORMANCE RIGHTS TO MARIN & SONS	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY)

 /

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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).