

16 October 2025

REGIS HEALTHCARE LTD

ABN 11 125 203 054

National Office
Level 2, 293 Camberwell Road
Camberwell, VIC 3124

t. 03 8573 0444

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regis.com.au

Dear Regis Healthcare Shareholder,

I am pleased to invite you to the 2025 Annual General Meeting of Regis Healthcare Limited ("the Meeting").

The Meeting is in a hybrid format, commencing at 10.00am (AEDT) on Tuesday, 18 November 2025. I would be delighted to see you at the 'in-person' Meeting at our National Office located at Level 2, 293 Camberwell Road, Camberwell, Victoria. You may also join the Meeting online via the online platform at <https://meetings.openbriefing.com/REG25>

The Notice of Meeting ("the Notice"), the Virtual Annual General Meeting Online Guide and the Annual Report can be viewed and downloaded at: <https://www.regis.com.au/investor-information/forward-calendar/>.

The Notice sets out the formal business to be dealt with at the Meeting and information about how to participate in person and virtually.

The following items of business will be considered at the meeting:

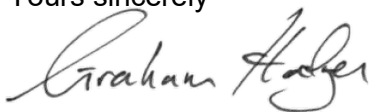
- Annual Financial Report, Directors' Report and Auditor's Report;
- Re-election of Directors Ian Roberts and Sally Freeman;
- Adoption of the Remuneration Report for the year ended 30 June 2025;
- Approval to grant performance rights to the Managing Director and Chief Executive Officer under the FY26 long term incentive plan; and
- Reinsertion of the proportional takeover approval provision.

Your participation is highly valued by the Board. Whether you plan to attend the Meeting in person or virtually, you are encouraged to submit a directed proxy vote in advance. This will ensure that your votes are counted, even if you are unable to attend on the day of the Meeting.

Please note your proxy must be received by our share registry provider, MUFG Corporate Markets, no later than 10.00 am (AEDT) on Sunday, 16 November 2025, to be valid for the Meeting.

On behalf of the Board, I wish to express our appreciation for your ongoing support and look forward to seeing you at the 2025 Regis Healthcare Limited Annual General Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Graham Hodges".

Graham Hodges
Chairman



Notice of Annual General Meeting 2025

Regis Healthcare Limited ABN 11 125 203 054



Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting (AGM or meeting) of Regis Healthcare Limited ABN 11 125 203 054 (**Regis** or the **Company**) will be held at Level 2, 293 Camberwell Road, Camberwell, Victoria on Tuesday, 18 November 2025 at 10.00am (AEDT).

Shareholders are also able to participate in the AGM using the online platform at:

<https://meetings.openbriefing.com/REG25>

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

How to participate in the 2025 AGM in person

If you choose to attend the meeting at Regis' office in Camberwell, please bring the proxy form with you to assist your registration and entry to the meeting.

Location: Regis Healthcare Limited
Level 2, 293 Camberwell Road
Camberwell 3124 VIC

Parking: On street parking

Public Transport: Timetables can be found on <https://www.ptv.vic.gov.au/> with options of catching the train, tram or bus. The closest train station is Camberwell.

How to participate in the 2025 AGM using the online platform

Shareholders and proxyholders, who are unable to attend the AGM in person, can attend, vote, and ask questions during the AGM in real time via the online platform at:

<https://meetings.openbriefing.com/REG25>

To do this, you will need a computer or mobile/tablet device with internet access.

We recommend logging on to our online platform at least 15 minutes prior to the scheduled start time.

Shareholders: When you log on to the online platform, you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a Shareholder.

Proxyholders: When you log onto the online platform, you will need your proxy code which MUFG Corporate Markets will provide via email no later than 24 hours before the meeting.

Further information on how to use the AGM online platform to participate in the meeting is available in the Virtual Annual General Meeting Online Guide at <https://www.regis.com.au/investor-information/forward-calendar/>

Other Options for Voting

Shareholders who are unable to participate in person or online on the day of the AGM are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting following your directions.

Shareholders can appoint a proxy online at <https://au.investorcentre.mpsm.mufg.com> or by following the instructions on the proxy form. The proxy appointment must be received by MUFG Corporate Markets no later than 10.00am (AEDT) on Sunday, 16 November 2025 to be valid.

Even if you plan to attend at Regis' office in person or participate in the meeting online, you are still encouraged to submit a directed proxy in advance of the meeting. This will ensure your votes can still be counted if for any reason you cannot participate on the day of the meeting.

Options for asking questions

All Shareholders attending in person or participating online will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company's external auditor, Ernst & Young.

Shareholders who are participating using the online platform will be able to ask questions verbally or in writing by following the prompts in the online platform.

Shareholders who prefer to submit questions in advance of the AGM to the Company or to the auditor are invited to do so. Questions to the auditor should relate to the content of the Auditor's Report or the conduct of the audit. The auditor is not required to provide written answers.

Written questions must be received by the Company or MUFG Corporate Markets by no later than 5.00pm (AEDT) on Tuesday, 11 November 2025, and can be submitted by email: companysecretary@regis.com.au

Shareholders who are unable or do not wish to attend the meeting in person or access the meeting online will be able to participate by teleconference by 1800 497 114 or +61 2 9189 1123 (outside Australia) at least 10 minutes before the AGM starts. You will need to obtain a personalised PIN number to register. To request a PIN please contact MUFG Corporate Markets on 1800 990 363 or +61 1800 990 363 (outside of Australia). If your holding cannot be verified by the telephone moderator, you will attend the meeting by telephone as a visitor. Those participating in the meeting by teleconference will be able to ask verbal questions during the AGM. To do this, select star 1 on your phone keypad and you will receive instructions on how to ask a question during the meeting from the phone moderator.

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available during the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Technical Difficulties

Technical difficulties may arise during the course of the AGM. The Chair of the meeting has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chair of the meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where considered appropriate, the Chair of the meeting may continue to hold the meeting and transact business, including conducting a poll and voting following valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10.00am (AEDT) on Sunday, 16 November 2025, even if they plan to participate in the meeting online.

Agenda Items

1. Annual Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2025.

2. Election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 2.1 That Ian Gregory Roberts, being eligible, be re-elected as a Director of the Company.
- 2.2 That Sally Margaret Freeman, being eligible, be re-elected as a Director of the Company.

3. Remuneration Report

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

That the Remuneration Report for the year ended 30 June 2025 be adopted.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

4. Approval of FY26 grant of Performance Rights to the Managing Director and Chief Executive Officer under the Long-Term Incentive Plan

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

That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of Performance Rights to Dr Linda Mellors as her Long-Term Incentive (LTI) for the year ending 30 June 2026 under the Company's LTI Plan on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.

Note: A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

5. Reinsertion of the proportional takeover approval provision

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

That the proportional takeover provisions contained in Rule 6 of the Company's Constitution be reinserted for a further 3 years with effect from the date of the meeting.

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board
Date: 16 October 2025



Malcolm Ross
Company Secretary

Notes Relating to Voting

1. Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm (AEDT) on Sunday 16 November 2025 will be entitled to attend and vote at the AGM as a Shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy, by attorney, or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, Shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2. Voting Exclusions

Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) named in the Company's Remuneration Report for the year ended 30 June 2025 or their closely related parties regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on resolution 3:
- in accordance with a direction in the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

Notes Relating to Voting

Resolution 4

The Company will disregard any votes cast on resolution 4:

- in favour of the resolution by or on behalf of Dr Mellors, or any of her associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast on resolution 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the meeting as proxy for a person entitled to vote on the resolution, in accordance with a direction given to the Chair of the meeting to vote on the resolution as the Chair of the meeting decides (even though resolution 4 relates to the remuneration of a member of the KMP); or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Voting by Proxy

A Shareholder entitled to participate and vote has a right to appoint a proxy to participate and vote instead of the Shareholder. A proxy may, but need not be, a Shareholder and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes related to voting, and the proxy form).

A Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Unless the Chair of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolution 3 or 4 unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 3 or 4.

If you intend to appoint the Chair of the meeting as your proxy, you can direct the Chair of the meeting how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote 'for', 'against' or to 'abstain' from voting). If you do not mark a box next to resolution 3 or 4 then by signing and submitting the proxy form (or by the Chair of the meeting becoming your proxy by default in circumstances outlined below), you will be expressly authorising the Chair of the meeting to vote as they see fit in respect of resolution 3 or 4 even though it is connected with the remuneration of the Company's KMP.

Each of the resolutions set out in this Notice of Meeting will be decided on a poll. On a poll, if:

- a Shareholder has appointed a proxy (other than the Chair of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that Shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution as directed,

the Chair of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the Shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that Shareholder.

Please note that for proxies without voting instructions that are exercisable by the Chair of the meeting, the Chair of the meeting intends to vote all available proxies in favour of each resolution.

4. Submitting a Proxy

A proxy can be submitted in one of the following ways:

Online: <https://au.investorcentre.mpms.mufg.com>

Mail: Regis Healthcare Limited
C/- MUFG Corporate Markets
Locked Bag A14
Sydney South NSW 1235

Fax : +61 2 9287 0309

By Hand: MUFG Corporate Markets
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

To be effective, a proxy must be received no later than 10.00am (AEDT) on Sunday, 16 November 2025.

5. Corporate Representatives

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). Evidence of the appointment, including any authority under which it has been signed, must be received by the Company before the commencement of the meeting unless it has previously been given to the Company.

6. Voting by Attorney

A Shareholder entitled to participate and vote may appoint an attorney to act on their behalf at the AGM. An attorney may, but need not be, a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 10.00am (AEDT) on Sunday, 16 November 2025.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2025 AGM.

1. Annual Financial Report, Directors' Report and Auditor's Report

The *Corporations Act 2001* (Cth) requires:

- the reports of the Directors and Auditor; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2025,

to be laid before the AGM. Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will be given to Shareholders as a whole at the meeting to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

The Annual Report is available on the Company's website at <https://www.regis.com.au/investor-information/publications/>

2. Election of Directors

The Company's Constitution and Listing Rule 14.4 states that no Non-Executive Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

In accordance with the Company's Constitution, Mr Ian Roberts and Ms Sally Freeman will stand for re-election as Non-Executive Directors, having last been elected by Shareholders on 25 October 2022.

Prior to submitting themselves for re-election, Mr Roberts and Ms Freeman confirmed that they will have sufficient time to fulfil their duties as Non-Executive Directors of the Company.

The Board has reviewed their performance and is satisfied that each of these Directors continue to bring diligence, commitment, valuable expertise and experience to the deliberations of the Board and its Committees.



2.1 Re-election of Ian Gregory Roberts

Ian has been a Director of the Company since listing on 7 October 2014. Prior to listing, Ian had been a Director of Fairway Investment Holdings Pty Ltd since May 2007.

Ian has more than 25 years' experience in residential aged care and over 35 years' experience in the real estate sector. Prior to co-leading the Regis journey, Ian was involved in property development (sub divisional and commercial) in South East Queensland.

As a founding shareholder and Director of Regis (Executive Director prior to 2008), Ian headed up the property division with oversight of the development and implementation of the strategy that saw the business grow to in excess of 4,500 beds nationally.

Ian holds a Bachelor of Science (Surveying) from the Royal Melbourne Institute of Technology. He is currently a Non-Executive Director of several privately held property and property services enterprises.

Ian is a member of Regis Healthcare's People, Remuneration and Nomination Committee and Chair of the Property Committee.

As Ian is one of the founding shareholders of the Company, the Board does not consider him to be independent. Nevertheless, given his considerable experience and skills, the Directors consider that he adds significant value to the Board.

Recommendation

The Board (with Ian Roberts abstaining) recommends that Shareholders vote **in favour** of resolution 2.1.



2.2 Re-election of Sally Margaret Freeman

Sally was appointed as a Non-Executive Director on 17 January 2022.

She has extensive experience in governance, risk and audit, with an executive career spanning 30 years, culminating in being the Partner in Charge of KPMG Australia's Risk Consulting practice and a member of KPMG's Global Risk Executive.

Sally is currently a Non-Executive Director at Eastern Health, Regional Investment Corporation, Melbourne Football Club, Suburban Rail Loop Authority, as well as ASX-listed Netwealth Group Limited and Netwealth Superannuation Services Pty Ltd. Sally was previously Director of Aioi Nissay Dowa Insurance Company Australia Pty Ltd and was the Chair of their Board.

Sally holds a Bachelor of Commerce from the University of Western Australia and is a Fellow of the Australian Institute of Chartered Accountants, Global Certified Information Systems Auditor, Graduate of the Australian Institute of Company Directors, Fellow of the Victorian Williamson Leadership Program and a member of Chief Executive Women.

Sally is Chair of the Audit, Risk and Compliance Committee and a member of the People, Remuneration and Nomination Committee and the Clinical Governance and Care Committee.

The Board considers Sally to be Independent.

Recommendation

The Board (with Sally Freeman abstaining) recommends that Shareholders vote **in favour** of resolution 2.2.

Explanatory Memorandum

3. Remuneration Report

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 55 to 67 of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2025.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting the remuneration policy for future years.

Recommendation

The Board recommends that Shareholders vote **in favour** of the resolution 3.

4. Approval of FY26 grant of Performance Rights to the Managing Director and Chief Executive Officer under the Long-Term Incentive Plan

Why is Shareholder approval being sought?

ASX Listing Rule 10.14.1 requires that Shareholder approval be obtained for the acquisition of securities by a Director under an employee incentive scheme.

Pursuant to ASX Listing Rule 10.14, the Company is seeking Shareholder approval for the grant of Performance Rights to Dr Linda Mellors, Managing Director and Chief Executive Officer under the Company's long term incentive (LTI) Plan.

Subject to Shareholder approval, the Performance Rights will be granted to Dr Mellors shortly after the meeting, and in any event, within 12 months of the meeting.

What will happen if the resolution is, or is not, approved?

The FY26 grant of Performance Rights to Dr Mellors under the LTI Plan is conditional on receiving Shareholder approval. If Shareholder approval is obtained, 115,236 Performance Rights will be granted to Dr Mellors under the LTI Plan.

If Shareholders do not approve the proposed grant of Performance Rights to Dr Mellors under the LTI Plan, the proposed grant of Performance Rights will not proceed. In that circumstance, the Board would then need to consider alternative arrangements to appropriately remunerate Dr Mellors.

Overview of the FY26 LTI Plan

The LTI Plan is structured to align senior executives with Shareholders by rewarding the achievement of long-term sustainable growth and positive results. After a review of the structure of the LTI previously in place, the Board decided to replace the non-financial measures with a new financial measure.

Following comprehensive benchmarking and analysis, the FY26 LTI has adopted a financial measure of absolute Total Shareholder CAGR (aTSR). Given Regis' position as the sole ASX listed aged care operator, a suitable peer set could not be established to support a meaningful relative TSR performance benchmark.

The aTSR metric replaces two non-financial measures previously based on absolute and relative Star Rating outcomes published by the aged care regulator. The combination of aTSR CAGR and EPS CAGR metrics strengthens alignment between executive rewards and shareholder value creation over the long term.

The FY26 LTI Plan has a three year performance period ending 30 June 2028 and will be delivered in Performance Rights.

Performance Rights have an exercise period of up to 7 years from the date of vesting. Each Performance Right generally entitles the holder to one fully-paid ordinary share in the Company following vesting.

The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares or purchase of shares on-market.

Prior to vesting, Performance Rights do not carry dividend or voting rights. Further information about the LTI Plan is set out below and in Annexure A: Summary of Equity Plan Rules.

FY26 LTI opportunity

Dr Mellors is eligible to receive a maximum LTI opportunity of \$925,000 for FY26.

Subject to Shareholder approval, Dr Mellors will be granted 115,236 Performance Rights. The Company uses Performance Rights because they create share price alignment between the Managing Director and other shareholders but do not provide Dr Mellors with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance conditions are met. The number of Performance Rights to be granted to Dr Mellors was determined by dividing the face value of the maximum LTI opportunity of \$925,000 by the volume weighted average price (VWAP) of the Company's shares traded on the ASX over the 20 trading days commencing on the trading day after release of the Company's FY25 financial results, rounded down to the nearest whole number.

As the Performance Rights form part of Dr Mellors' annual remuneration for FY26, they will be granted at no cost and there will be no amount payable on vesting. On exercise, each vested Performance Right entitles Dr Mellors to an Ordinary Share in the Company plus additional Shares calculated based on dividends that would have been paid on that Ordinary Share had it been issued to Dr Mellors at the time of the grant of the Performance Right and assuming those dividends were reinvested at the share ex-dividend date closing price (Dividend Equivalent).

Explanatory Memorandum

4. Approval of FY26 grant of Performance Rights to the Managing Director and Chief Executive Officer under the Long-Term Incentive Plan (continued)

Performance Conditions

The FY26 LTI opportunity will be subject to the following performance conditions.

1) Underlying Earnings Per Share Compound Annual Growth Rate (EPS CAGR) Hurdle – 70% of total weighting

Vesting of the underlying EPS CAGR hurdle will be based on the following vesting scale:

Performance level	Underlying EPS CAGR*	% of Performance Rights that vest
Less than threshold	Less than 22%	Nil
Threshold	Equal to 22%	25%
Target	Equal to 25%	50%
Maximum	At or above 28%	100%
Linear vesting applies between each hurdle		

*Underlying EPS CAGR means the underlying earnings per share compound annual growth rate from the base FY25 EPS of 16.11c.

Calculation of the Company's underlying EPS CAGR and achievement against the EPS hurdle will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant, including whether any adjustments to statutory earnings are required to ensure that outcomes are appropriate in the context of both management performance and shareholder outcomes.

2) Absolute Total Shareholder Return Compound Annual Growth Rate (aTSR CAGR) Hurdle – 30% of total weighting

Vesting of the aTSR CAGR will be based on the following vesting scale:

Performance level	Absolute TSR CAGR to 30 June 2028	Percentage of Rights that vest
Less than threshold	Less than 8%	Nil
Threshold	Equal to 8%	25%
Target	11%	50%
Maximum	At or above 15%	100%
Linear vesting applies between each hurdle		

TSR is the change in share price plus dividends paid during the Performance Period. TSR is defined as:

$$\frac{\text{Price}_{\text{end}}}{\text{Price}_{\text{start}}} * (\text{Reinvested Dividend Factor}) - 1$$

For the purposes of calculating Regis' change in share price, the following VWAPs (Volume Weighting Average Share Prices) for Price_{start} and Price_{end} will be used:

- Price_{start} – is the VWAP for the 20 trading days prior to the start of the Performance Period.
- Price_{end} – is the VWAP for the 20 trading days up to and including the last day of the Performance Period.

Dividends paid throughout the Performance Period are deemed re-invested at the close price on each ex-dividend date. Franking credits are excluded. The Reinvested Dividend Factor is the product of all such deemed dividend reinvestment factor events during the Performance Period.

Special dividends (e.g. returns of capital) are included in the TSR calculation separately.

The TSR calculation may be adjusted as applicable for other corporate actions (such as stock splits or consolidation etc) at the discretion of the Board.

Regis' TSR is assessed on a Compound Annual Growth Rate (CAGR) basis, with the final TSR converted to a 3-year CAGR.

Summary of other key terms of the LTI Performance Rights

Cessation of employment

Unless the Board determines otherwise, if Dr Mellors ceases employment during the performance period as a 'good leaver' (i.e. as a result of retirement, genuine redundancy, death, terminal illness, total and permanent disablement, or by mutual agreement with the Board), the unvested LTI opportunity will remain on foot and will be tested in the ordinary course.

The Board will retain the discretion to forfeit some, none or all of the unvested LTI opportunity having regard for the circumstances of the cessation of employment and any other matters including our legal obligations.

Notwithstanding the above, the Board may, subject to any requirement for Shareholder approval, determine to treat LTI Performance Rights in a different manner to that set out above upon cessation as an employee.

Change of control

The Board has discretion to determine the treatment of unvested LTI Performance Rights in the event of a change of control having regard for the prevailing circumstances and in the best interests of the Company.

Malus and Clawback

Malus is the forfeiture of unvested incentives, including Share Rights and will result in the forfeiture of unvested Performance Rights.

Clawback is the repayment of incentives that have previously vested and are still held or have been sold. Clawback is the policy provision that requires an employee to repay the benefit previously obtained from vested Performance Rights.

In the event of fraud, dishonesty, serious misconduct, or gross negligence, or material breaching of duties or obligations to the Group, or conviction of an offence, or if there is a circumstance of material misstatement, among other things, the clawback provisions permit the Board to require repayment of any vested Performance Rights and the malus provisions permit the Board to reduce, cancel or forfeit unvested Performance Rights.

Restrictions on dealing

Dr Mellors must not sell, transfer, encumber, or otherwise deal with LTI Performance Rights.

Dr Mellors will be free to deal with the shares allocated on exercise of the LTI Performance Rights, subject to the requirements of the Company's Policy for Dealing in Securities.

Explanatory Memorandum

4. Approval of FY26 grant of Performance Rights to the Managing Director and Chief Executive Officer under the Long-Term Incentive Plan (continued)

Additional information provided in accordance with ASX Listing Rule 10.15

- Dr Mellors' total remuneration package for FY26 has been increased to reflect her performance. It also considers changes in the market and the intention that Dr Mellors is retained and rewarded for delivering positive shareholder outcomes. Her total potential remuneration for FY26 is \$2,602,719, comprising total fixed annual remuneration (inclusive of superannuation) of \$925,000 (FAR), and up to 81% of FAR under the Company's STI Plan and up to 100% of FAR under the LTI Plan.
- Dr Mellors is the only Director entitled to participate in the FY26 LTI Plan.
- No loan will be made by the Company in relation to the acquisition of LTI Performance Rights or allocation to Dr Mellors of any shares on exercise of those rights.
- Details of any securities issued under the LTI Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.
- Dr Mellors' previously granted Performance Rights:
 - 76,893 Performance Rights under the previous VRRP Plan in FY21
 - 98,754 Performance Rights under the previous VRRP plan in FY22
 - 375,000 LTI Performance Rights in FY23
 - 333,838 LTI Performance Rights in FY24
 - 166,495 LTI Performance Rights in FY25

No amounts were payable by Dr Mellors for the grant of these Performance Rights.

Recommendation

The Board (with Dr Mellors abstaining) recommend that Shareholders vote **in favour** of resolution 4.

5. Reinsertion of the proportional takeover approval provision

The provisions relating to proportional takeover bids contained in Rule 6 of the Company's constitution are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed or reinserted every three years or they will cease to have effect. The current provisions were last renewed at the Company's 2022 AGM and will automatically cease to have effect after 24 October 2025.

These provisions must be reinserted by way of special resolution at this Annual General Meeting in order to apply to any future proportional takeover offers made after 18 November 2025.

If the reinsertion of these provisions is approved by shareholders at the meeting, they will be in exactly the same terms as the previous provisions and will operate for three years. A copy of the Company's current constitution is available on the Company's website at: www.regis.com.au/site/wp-content/uploads/2016/04/Regis-Healthcare-Constitution.pdf

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect

A proportional takeover offer is where an offer is made to each shareholder for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding.

The provisions of the Company's constitution state that, if a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes (or such later date as is approved by the Australian Securities and Investments Commission).

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be renewed or reinserted, but only by a special resolution.

Explanatory Memorandum

5. Reinsertion of the proportional takeover approval provision (continued)

Reasons for reinserting the provisions

If the proportional takeover approval provision is not in the constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Review of proportional takeover provisions

While proportional takeover approval provisions have previously been in force under the Company's constitution, there have been no full or proportional takeover bids for the Company.

Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders. The Directors are not aware of any potential takeover that has been discouraged by Rule 6 of the Company's constitution.

Potential advantages and disadvantages

The Directors consider that the reinsertion of the proportional takeover approval provisions has no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders avoid being locked in as a minority;
- the bargaining power of shareholders is increased (this may help ensure that any partial offer is adequately priced); and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

No knowledge of any acquisition proposals

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Recommendation

The Board recommends that shareholders vote **in favour** of the reinsertion of the proportional takeover approval provisions in the Company's constitution.

Annexure A: Summary of Equity Plan Rules

The following sets out the specific information required by ASX Listing Rule 7.2.

Offer Type	Offer may be Rights to acquire ordinary shares in the Company or Restricted Shares. A Right is a right to Shares. For the avoidance of doubt, an Option and Share Appreciation Right are Rights for the purpose of these Rules.
Eligible persons	Employees of the Company or its subsidiaries (Group) and Non-Executive Directors of the Group. Others as determined by the Board to be eligible to participate.
Offers	The Board may make an Offer to Eligible Persons. The Offer will include information such as Offer Type, Conditions, Exercise period and any other relevant terms and conditions attaching to Rights or Restricted Shares.
Plan Limits	Unless the Board determines otherwise, no offer to apply for a grant of Rights may be made if the offer or grant does not comply with any exempting or relief provision of the Corporations Act 2001 including those specified in section 708 and Division 1A of Part 7.12 of the Corporations Act 2001, or other relief in respect of employee incentive schemes or any specific relief granted by ASIC to the Company. Any Offer under the Plan must be made in compliance with the Company constitution, the Corporations Act 2001 and the ASX Listing Rules.
Dealing with Rights	Rights and Restricted Shares granted under, and subject to, the Rules are only transferable by force of law unless the Board determines otherwise.
Rights of Participants	Granting a Right does not confer any right or interest, whether legal or equitable, in Shares until all conditions in respect of that Right have been satisfied or waived by the Board.
Vesting	A Right or Restricted Share granted under the Plan will not vest unless the conditions relating to that Right or Restricted Share advised to the Participant have been satisfied or waived by the Board.
Lapsing of Rights	Subject to Board discretion, unvested Rights lapse on the earlier of: ▪ the date specified in the Offer; ▪ the Participant transferring the Rights in breach of the Rules; ▪ the Board determining that the Participant has acted fraudulently or dishonestly, is in breach of their obligations to the Group or is knowingly involved in a material misstatement of financial statements; ▪ failure to meet the Conditions; and ▪ the tenth anniversary of the date the Right was granted.
Exercise	A Participant may exercise vested Rights that have not expired, at any time notified to the Participant by the Board and in the manner specified in the Offer.
Issue or transfer of Shares	The Company will issue or procure the transfer of Shares on the exercise of vested Rights in accordance with the Rules and Offer terms.
Cessation of Employment	The default treatment on termination of employment is that Rights remain on foot to be tested in the normal course with the Board having the discretion to forfeit Rights having regard for the circumstances of the termination of employment. Unless the Board determines otherwise, if a Participant ceases employment during the performance period as a 'good leaver' (i.e. as a result of retirement, genuine redundancy, death, terminal illness, total and permanent disablement, or by mutual agreement with the Board), the unvested Rights or Restricted Shares will remain on foot and will be tested in the ordinary course. The Board will retain the discretion to forfeit some, none or all of the unvested Rights or Restricted Shares having regard to the circumstances of the cessation of employment and any other matters.

Annexure A: Summary of Equity Plan Rules

Change of control and divestment of a material business of subsidiary	Where a Change of Control Event happens, the Board may in its absolute discretion determine whether unvested Rights will vest, lapse, remain subject to applicable Conditions or substitute Conditions having regard for any matter the Board considers relevant, including, without limitation, the circumstances of the Event. A Change of Control Event occurs where: ▪ in the case of a Takeover Bid, a person who previously had voting power in the Company of less than 50% obtains voting power of more than 50%; or ▪ a Takeover Bid is made for the Company and the bid is declared unconditional at a time prior to the bidder being entitled to 50% of the issued Shares; or ▪ a court convenes a meeting of Shareholders to be held to vote on a proposed scheme of arrangement pursuant to which control of the majority of Shares may change; or any transaction or event is proposed that, in the opinion of the Board, may result in a person becoming entitled to exercise control over the Company.
New issues	A Participant cannot participate in new issues of Shares or other securities to holders of Shares unless the Shares in respect of the Rights held by the Participant have been issued or transferred, as the case requires, to and registered in the name of the Participant before the record date for determining entitlements to the new issue.
Reorganisations	If: ▪ Shares are issued pro-rata to shareholders generally by way of a bonus issue; ▪ Shares are offered to Shareholders by way of a pro-rata rights issue; or ▪ any reorganisation of the issued capital of the Company is effected, the number of Rights of Shares to be delivered to each Participant will be adjusted or reorganised by the Board to minimise or eliminate any material advantage or disadvantage to the Participant and in accordance with ASX Listing Rules, the <i>Corporations Act</i> 2001 and any other applicable law.
Plan administration	The Plan is administered by the Board in accordance with the Rules. The Board may delegate to any person for the period and on the terms it decides, the exercise of any of its powers or discretions under the Plan.
Amendment of the Plan	The Board at any time may amend the Plan Rules. However, the Board must obtain agreement with the Participant if the proposed amendment of the Rules would materially reduce or otherwise prejudicially affect the rights attaching to the Rights granted or the Shares issued or transferred pursuant to, and still subject to, the Plan, other than amendments introduced primarily: ▪ for the purpose of complying with or conforming to the present or future State, Commonwealth or relevant foreign jurisdiction legislation, the ASX Listing Rules or any requirement, policy or practice of ASIC or other foreign or Australian regulatory body; ▪ for the purpose of regulating the maintenance or operation of the Plan; ▪ to correct any manifest error or mistake; or ▪ take into consideration possible adverse tax implications for the Company or the Participant arising from, among other things, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of tax legislation by a court or tribunal of competent jurisdiction.
Board powers and exercise of discretion	The Board has absolute and unfettered discretion in exercising any power or discretion concerning the Plan. The Board advises that, subject to relevant laws and ASX Listing Rules, the Board may exercise its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company to: - vary or waive some or all terms and conditions of Rights or Restricted Shares granted to an Eligible Person and in the event of doing so will disclose the extent to which any terms and conditions have been varied; and - for the avoidance of doubt, and without limiting the circumstances, this may include: - bringing forward the date on which Rights may be exercised or Restricted Shares are no longer restricted; - changing the way in which the performance conditions are to be measured; - extending the vesting period; - extending the exercise period, among others.

