**REGIS HEALTHCARE LTD**

ABN 11 125 203 054

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

t. 03 8573 0444

regis@regis.com.au
regis.com.au

15 October 2026

Dear Regis Healthcare Shareholder,

I am pleased to invite you to the 2026 Annual General Meeting of Regis Healthcare Limited ("the Meeting").

The Meeting is in a hybrid format, commencing at 10.00am (AEDT) on Tuesday, 17 November 2026. 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/REG26.

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, Climate Report, Directors' Report and Auditor's Report;
- Re-election of Director Graham Hodges and election of Director Carmel Monaghan;
- Adoption of the Remuneration Report for the year ended 30 June 2026;
- Approval of the Managing Director and Chief Executive Officer Sign-on Equity Award; and
- Approval to grant performance rights to the Managing Director and Chief Executive Officer under the FY27 Long Term Incentive Plan.

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, 15 November 2026, 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 2026 Regis Healthcare Limited Annual General Meeting.

Yours sincerely

**Graham Hodges**
Chair

# Notice of Annual General Meeting 2026

Regis Healthcare Limited ABN 11 125 203 054

# Notice of Annual General Meeting

Notice is given that the 2026 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, 17 November 2026 at 10.00am (AEDT).

Shareholders are also able to participate in the AGM using the online platform at: https://meetings.openbriefing.com/REG26

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 2026 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<br>Level 2, 293 Camberwell Road<br>Camberwell 3124 VIC |
| **Parking:** | On street parking |
| **Public Transport:** | Timetables can be found on<br>https://transport.vic.gov.au/<br>with options of catching the train, tram or bus.<br>The closest train station is Camberwell. |

## How to participate in the 2026 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/REG26

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.mpms.mufg.com or by following the instructions on the proxy form. The proxy appointment must be received by MUFG Corporate Markets no later than 10.00 am (AEDT) on Sunday, 15 November 2026 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

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 or make comments 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 of the Annual Financial Report or Climate Report for the year ended 30 June 2026. 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, 10 November 2026, and can be submitted by email: companysecretary@regis.com.au

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, 15 November 2026, even if they plan to participate in the meeting online.

# Agenda Items

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

To receive and consider the Annual Financial Report and Climate Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2026.

## 2. Election of Directors

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

2.1 That Graham Kennedy Hodges, being eligible, be re-elected as a Director of the Company.

2.2 That Carmel Anne Monaghan, being eligible, be 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 2026 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 Managing Director and Chief Executive Officer Sign-on Equity Award

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 Andrew Kinkade to the value of $1,600,000 as a sign-on equity award, 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. Approval of FY27 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 Andrew Kinkade as his Long-Term Incentive (**LTI**) for the year ending 30 June 2027 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).*

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

By Order of the Board
Date: 15 October 2026

**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 7:00 pm (AEDT) on Sunday 15 November 2026 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 2026 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 as the Chair of the meeting decides (even though resolution 3 is connected with the remuneration of the Company's KMP).

### Resolution 4 and 5

The Company will disregard any votes cast on resolution 4 and 5:

- in favour of the resolution by or on behalf of Mr Kinkade, or any of his 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; or
- by or on behalf of any other person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question,

unless the vote is cast on resolution 4 and 5:

- 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, pursuant to an express authorisation in the proxy form to exercise the proxy as the Chair of the meeting decides (even though resolutions 4 and 5 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 a Shareholder has appointed a proxy and then the Shareholder subsequently attends and takes part in the meeting (in person or online), the proxy's appointment to vote at the meeting is not revoked unless the Shareholder votes at the meeting.

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 resolutions 3, 4 or 5 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 resolutions 3, 4 and 5.

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, 4 or 5 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, 4 or 5 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, 15 November 2026.

## 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) (**Corporations Act**). 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 10:00 am (AEDT) on Sunday, 15 November 2026.

# Explanatory Memorandum

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2026 AGM.

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

The Corporations Act requires:

- the Annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2026;
- the Climate Report;
- the reports of the Directors and Auditor

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 as a whole will be given a reasonable 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, the policies adopted by the Company in relation to the preparation of the Sustainability Report 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 ASX Listing Rule 14.4 state 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 Graham Hodges will stand for re-election as Non-Executive Director, having last been elected by Shareholders on 24 October 2023.

Carmel Monaghan joined the Board on 1 February 2026, and in accordance with ASX Listing Rule 14.4 must not hold office past the next annual general meeting without an election.

Prior to submitting themselves for re-election and election, Mr Hodges and Ms Monaghan 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 Graham Kennedy Hodges

Graham has been a Non-Executive Director since August 2017 and was appointed Chair on 1 July 2018. He has extensive international experience in the financial services industry with a career spanning more than 40 years. He commenced his career in Commonwealth Treasury, Canberra, where he worked for approximately 10 years before being seconded to the International Monetary Fund in Washington for several years.

Graham built an executive career at the Australian and New Zealand Banking Group Limited (ANZ) and was formerly the Deputy Chief Executive Officer, ANZ.

Graham is currently a Non-Executive Director of Assemble Holdco 1 Pty Ltd (previously Assemble Communities Pty Ltd). Graham retired as Non-Executive Director of Australia and New Zealand Banking Group Limited and ANZ BH Pty Ltd in February 2026. He was previously Chair of ANZ SAM Board (Special Assets Management), Esanda, and ANZ Wealth, a Director of AmBank Holdings Berhad, and a member of the Australian Government's Aged Care Financing Authority.

Graham holds a Bachelor of Economics (Hons) degree from Monash University.

Currently, Graham is the Chair of Regis Healthcare's Board, a member of the People, Remuneration and Nomination Committee and a member of the Audit, Risk and Compliance Committee. The Board considers Graham to be independent.

**Recommendation**

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

## 2.2 Election of Carmel Anne Monaghan

Carmel was appointed to the Board on 1 February 2026 and is an experienced healthcare executive and company director with deep expertise in large-scale healthcare operations, workforce leadership, regulatory engagement and governance. She previously served as Chief Executive Officer of Ramsay Health Care Australia, a position she held for five years before stepping down in July 2025, concluding a 27-year career with the Ramsay Group.

During her tenure, Carmel was responsible for the leadership and performance of Australia's largest private healthcare network spanning hospitals, pharmacies and hospital-in-the-home. Carmel has strong experience in healthcare governance, quality and safety oversight, and navigating complex regulatory environments having previously sat on several Ramsay affiliated boards both in Australia and overseas, as well as being Vice President of the Australian Private Hospitals Association for several years.

Carmel currently serves as a non-executive director on the board of EMVision Medical Devices Ltd and was appointed Chair of the Metro South Hospital and Health Service Board in Queensland, commencing April 2026. She has a Bachelor of Business (Public Relations) and a Master of Business Administration and is a Graduate of the Australian Institute of Company Directors.

Carmel is a member of the Clinical Governance and Care Committee and a member of the Property Committee.

The Board considers Carmel to be independent.

### Recommendation

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

## 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 52 to 65 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 2026.

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 resolution 3.

## 4. Approval of Managing Director and Chief Executive Officer Sign-on Equity Award

### 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.

The Company is seeking Shareholder approval under ASX Listing Rule 10.14 for the grant of 252,765 Performance Rights to Mr Andrew Kinkade, Managing Director and Chief Executive Officer, as a sign-on equity award in connection with his appointment.

The sign-on equity award is intended to compensate Mr Kinkade for unvested long-term incentive awards forfeited from his previous employer as a result of accepting his role with the Company. Subject to Shareholder approval, the Performance Rights will be granted shortly after the AGM, and in any event within 12 months of the meeting.

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

The grant of the sign-on Performance Rights to Mr Kinkade is conditional on receiving Shareholder approval. If Shareholder approval is obtained, 252,765 Performance Rights will be granted to Mr Kinkade as a sign-on equity award.

If Shareholders do not approve the proposed grant of Performance Rights to Mr Kinkade, the sign-on equity award will not proceed. In that circumstance, the Board may determine to provide Mr Kinkade with an equivalent cash payment in lieu of the Performance Rights (i.e. a cash payment with a value up to $1,600,000).

### Overview of the sign-on equity award

The sign-on equity award will be delivered in Performance Rights. Each Performance Right generally entitles the holder to one fully paid ordinary share in the Company following vesting.

The Company uses Performance Rights because they create share price alignment between the Managing Director and other Shareholders but do not provide Mr Kinkade with the full benefits of share ownership, such as dividend and voting rights, unless and until the Performance Rights vest.

The number of Performance Rights was determined by dividing $1,600,000 by the 20-day VWAP of the Company's shares immediately preceding Mr Kinkade's start date of 20 July 2026 (being $6.33), rounded to the nearest whole number.

The Performance Rights will be granted at no cost and there will be no amount payable on vesting or exercise. Prior to vesting, Performance Rights do not carry dividend or voting rights.

The sign-on equity award will vest in three tranches over 36 months, being 31.25% at 12 months, 33.75% at 24 months and 35% at 36 months from Mr Kinkade's start date, subject to his continued employment and no regulatory sanction or condition being received by any Group Company under the Aged Care Act 2024 *(Cth)*. Some or all of the sign-on equity award may be forfeited if these conditions are not satisfied, and malus and clawback provisions apply in line with the Equity Plan Rules. Further information on the terms attaching to the Performance Rights (including treatment on cessation of employment) is set out in Annexure A: Summary of Equity Plan Rules.

The Board is satisfied that the sign-on equity award is structured in the best interests of Shareholders and aligns Mr Kinkade's interests with Shareholders from day one. The quantum is conservative relative to the historical outcomes and does not exceed the value of the awards forfeited by Mr Kinkade.

## 4. Approval of Managing Director and Chief Executive Officer Sign-on Equity Award (continued)

### Additional information provided in accordance with ASX Listing Rule 10.15

- Mr Kinkade is a Director and is therefore a person referred to in ASX Listing Rule 10.14.1.
- In addition to the sign-on award, Mr Kinkade's total potential remuneration for FY27 comprises total fixed remuneration of $900,000 per annum (inclusive of superannuation), STI at-risk remuneration of up to 50% of total fixed remuneration (subject to achievement of performance conditions), and LTI at-risk remuneration of up to 100% of total fixed remuneration (subject to achievement of three-year performance conditions). Any FY27 STI or LTI award will be pro-rated based on Mr Kinkade's period of service during the financial year.
- No loan will be made by the Company in relation to the acquisition of the Performance Rights or allocation to Mr Kinkade of any shares on exercise of those rights.
- Details of any securities issued to Mr Kinkade under Regis' Equity 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 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 unless an exception under ASX Listing Rule 10.16 applies.
- Mr Kinkade has not previously been granted Performance Rights or other securities under Regis' Equity Plan.

### Recommendation

The Board (with Mr Kinkade abstaining) recommends that Shareholders vote **in favour** of resolution 4.

## 5. Approval of FY27 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 Mr Andrew Kinkade, 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 Mr Kinkade shortly after the AGM, and in any event, within 12 months of the meeting.

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

The FY27 grant of Performance Rights to Mr Kinkade under the LTI Plan is conditional on receiving Shareholder approval. If Shareholder approval is obtained, Performance Rights with a maximum face value of $853,151.00 (being 100% of Mr Kinkade's total fixed remuneration pro-rated based on his period of service during FY27) will be granted to Mr Kinkade under the Equity Plan Rules and subject to applicable vesting conditions.

If Shareholders do not approve the proposed grant of Performance Rights to Mr Kinkade 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 Mr Kinkade.

### Overview of the FY27 LTI Plan

The LTI Plan is structured to align the interests of senior executives with Shareholders by rewarding the achievement of long-term sustainable growth and positive results.

The FY27 LTI Plan has a three-year performance period ending 30 June 2029 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.

### FY27 LTI opportunity

Mr Kinkade is eligible to receive a maximum LTI opportunity of up to $853,151.00 for FY27, being up to 100% of his total fixed remuneration, pro-rated based on his period of service during the financial year and subject to applicable vesting conditions.

Subject to Shareholder approval, Mr Kinkade will be granted 172,006 Performance Rights as his FY27 LTI under the Equity Plan Rules. The Company uses Performance Rights because they create share price alignment between the Managing Director and other Shareholders but do not provide Mr Kinkade 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 Mr Kinkade has been determined by dividing the face value of the maximum LTI opportunity, pro-rated based on his period of service during FY27, (being $853,151.00) by the Volume Weighting Average Share Price (VWAP) of the Company's shares traded on ASX over the 30 trading days immediately preceding (and excluding) the date on which the Board approved the FY27 LTI performance opportunity, being $4.96.

As the Performance Rights form part of Mr Kinkade's annual remuneration for FY27, they will be granted at no cost and there will be no amount payable on vesting. No loan will be made by the Company in relation to the acquisition of LTI Performance Rights or allocation to Mr Kinkade of any shares on exercise of those rights.

## 5. Approval of FY27 grant of Performance Rights to the Managing Director and Chief Executive Officer under the Long-Term Incentive Plan (continued)

On exercise, each vested Performance Right entitles Mr Kinkade to an ordinary share in the Company plus additional shares calculated based on dividends that would have been paid on that one share had it been issued to Mr Kinkade 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).

Mr Kinkade 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.

### Performance Conditions

The FY27 LTI opportunity will be subject to the following performance conditions.

Calculation of the Company's LTI outcomes will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. These include whether any adjustments to statutory earnings are appropriate to reflect external factors including government aged care decisions (such as changes to care funding, level of refundable accommodation deposit retention, significant government policy impacts on wages and/or care minutes) and material acquisitions/divestments.

**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* | Percentage of Rights that vest |
|---|---|---|
| Less than threshold | Less than 30% | Nil |
| Threshold | Equal to 30% | 25% |
| Target | Equal to 35% | 50% |
| Maximum | At or above 40% | 100% |
| Linear vesting applies between each hurdle | | |

*Underlying EPS CAGR means the underlying earnings per share compound annual growth rate from the base FY26 EPS of 18.42c.

**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 2029 | Percentage of Rights that vest |
|---|---|---|
| Less than threshold | Less than 13% | Nil |
| Threshold | Equal to 13% | 25% |
| Target | 16% | 50% |
| Maximum | At or above 19% | 100% |
| Linear vesting applies between each level | | |

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

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

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

- $\text{Price}_{start}$ – is the VWAP for the 30 trading days immediately preceding (and excluding) the date on which the Board approved the FY27 LTI performance opportunity, being $4.96.
- $\text{Price}_{end}$ – 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.

### Additional information provided in accordance with ASX Listing Rule 10.15

- Mr Kinkade is a Director and is therefore a person referred to in ASX Listing Rule 10.14.1.
- In addition to the sign-on award, Mr Kinkade's total potential remuneration for FY27 comprises total fixed remuneration of $900,000 per annum (inclusive of superannuation), STI at-risk remuneration of up to 50% of total fixed remuneration (subject to achievement of performance conditions), and LTI at-risk remuneration of up to 100% of total fixed remuneration (subject to achievement of three-year performance conditions). Any FY27 STI or LTI award will be pro-rated based on Mr Kinkade's period of service during the financial year.
- No loan will be made by the Company in relation to the acquisition of the Performance Rights or allocation to Mr Kinkade of any shares on exercise of those rights.
- Details of any securities issued to Mr Kinkade under Regis' Equity 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 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 unless an exception under ASX Listing Rule 10.16 applies.
- Mr Kinkade has not previously been granted Performance Rights or any other securities under Regis' Equity Plan.

### Recommendation

The Board (with Mr Kinkade abstaining) recommends that Shareholders vote **in favour** of resolution 5.

# Annexure A: Summary of Equity Plan Rules provisions relevant to Performance Rights

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

| | |
|---|---|
| **Dealing with Rights** | Rights 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 granted under the Plan will not vest unless the conditions relating to that Right 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:<br>▪ the date specified in the Offer;<br>▪ the Participant transferring the Rights in breach of the Rules;<br>▪ 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;<br>▪ failure to meet the Conditions; and<br>▪ 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.<br>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 will remain on foot and will be tested in the ordinary course.<br>The Board will retain the discretion to forfeit some, none or all of the unvested Rights having regard to the circumstances of the cessation of employment and any other matters. |
| **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.<br>A Change of Control Event occurs where:<br>▪ 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<br>▪ 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<br>▪ 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<br>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. |

## Annexure A: Summary of Equity Plan Rules provisions relevant to Performance Rights

| | |
|---|---|
| **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:<br>▪ Shares are issued pro-rata to shareholders generally by way of a bonus issue;<br>▪ Shares are offered to Shareholders by way of a pro-rata rights issue; or<br>▪ Any reorganisation of the issued capital of the Company is effected,<br>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 of disadvantage to the Participant and in accordance with ASX Listing Rules, the Corporations Act and any other applicable law. |
| **Malus and clawback** | Malus is the forfeiture of unvested incentives, including Share Rights and will result in the forfeiture of unvested Performance Rights.<br>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.<br>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. |
| **Board powers and exercise of discretion** | The Board has absolute and unfettered discretion in exercising any power or discretion concerning the Plan.<br>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:<br>a) vary or waive some or all terms and conditions of Rights 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,<br>b) for the avoidance of doubt, and without limiting the circumstances, this may include:<br>a. bringing forward the date on which Rights may be exercised;<br>b. changing the way in which the performance conditions are to be measured;<br>c. extending the vesting period; or<br>d. extending the exercise period, among others. |

regis