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Regis Healthcare Limited
ABN 11 125 203 054

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Armadale VIC, 3143

T: 03 8573 0444
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23 September 2021

Dear Shareholder,

It is my pleasure to invite you to the 2021 Annual General Meeting of Regis Healthcare Limited.

The meeting will be held at 10.00am (AEDT) on Tuesday, 26 October 2021.

Due to the COVID-19 pandemic, our Annual General Meeting will again be a virtual meeting this year. This means there will not be a physical venue for you to attend. The meeting will be streamed via Regis Healthcare's Share Registry's online platform at https://agmlive.link/REG21.

The accompanying Notice of Meeting:

- Details the formal business to be dealt with at the Annual General Meeting; and
- Provides information regarding how to participate virtually.

At the meeting, we will present to Shareholders the:

- Review of the Company's financial results
- Re-election of Directors
- Company's Remuneration Report
- Approval of FY2021 grant of share rights to the Managing Director/Chief Executive Officer.

Matthew Quinn, having reached the end of his three-year term as a Director, does not intend to stand for re-election and will therefore retire from the Board at the conclusion of this meeting. Matthew has been an active and valuable member of the Board and he served on the People and Remuneration Committee for three years, acting as Chairman from November 2018.

Sylvia Falzon, has notified the Board that she also intends to retire from the Board at the conclusion of this meeting. Sylvia joined the Board on listing in 2014 and has made a significant contribution to the Board and the Company over the seven years. Sylvia acted as Chairman of the Remuneration and Nomination Committee from October 2014 to June 2018 and Chair of the Audit, Risk and Compliance Committee from 1 July 2018.

I will be acknowledging the significant roles both Sylvia and Matthew have played in overseeing the growth and transformation of the Company more fully at the Annual General Meeting and will update shareholders regarding new independent Directors at that time.

Your participation in the meeting is important to us. If you are unable to attend the meeting, I encourage you to appoint someone to participate and vote on your behalf as a proxy ahead of the meeting.

The completed enclosed Proxy forms must be received by the Company by 10.00am (AEDT) on Sunday, 24 October 2021, to be valid for the meeting.

On behalf of my fellow Directors, I look forward to welcoming you to the 2021 Regis Healthcare Limited Annual General Meeting.

Yours sincerely

Graham Hodges

Graham Hodges
Chairman

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regis healthcare limited

NOTICE OF ANNUAL GENERAL MEETING

2021

PERSONALISED AND RESPECTFUL CARE THAT EMBRACES THE EXPERIENCE OF AGEING

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting (AGM or meeting) of Regis Healthcare Limited (Regis or the Company) will be held on Tuesday, 26 October 2021 at 10.00am (AEDT).

Shareholders are invited to participate in the AGM online at https://agmlive.link/REG21.

In light of the potential health risks and the Government restrictions imposed in response to the COVID-19 pandemic, the AGM will be held as a virtual meeting. Shareholders and guests will not be able to attend the 2021 AGM physically, but will instead be able to view and participate in the virtual meeting online at http://agmlive.link/REG21 or via the appointment of a proxy. Further information on how to participate virtually is set out in this Notice and the Online Platform Guide.

HOW TO PARTICIPATE IN THE 2021 AGM

HOW TO PARTICIPATE ONLINE

Shareholders and proxyholders can watch, vote, make comments and ask questions during the AGM in real time via the online platform at: https://agmlive.link/REG21.

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

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

Shareholders: When you log onto 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 Link Market Services will provide via email no later than 48 hours prior to the meeting.

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

OTHER OPTIONS FOR VOTING

Shareholders who are unable to join us at the AGM are encouraged to appoint a proxy to participate and vote on your behalf. If you direct your proxy on how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at www.linkmarketservices.com.au or by following the instructions on the Proxy Form. The Proxy must be received by Link Market Services no later than 10.00am (AEDT) on Sunday, 24 October 2021 to be valid.

Even if you plan to participate in the online meeting, 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 in the meeting (for example, if there is an issue with your internet connection on the day of the meeting).

OPTIONS FOR ASKING QUESTIONS

All Shareholders 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 online will be able to ask a question 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 Audit Report or the conduct of the audit.

A Shareholder Question Form is available on the Company's website: https://www.regis.com.au/investor-information/forward-calendar/.

Written questions must be received by the Company or Link Market Services Limited by no later than 5.00pm (AEDT) on Tuesday, 19 October 2021, and can be submitted online or by email: Companysecretary@regis.com.au.

Shareholders who are unable or do not wish to access the meeting online will be able to participate by teleconference by dialing 1800 870 861 or +612 9189 8867 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 Link Market Services 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. To ask a question during the AGM, select star 1 on your phone keypad. 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.

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TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10.00am (AEDT) on Sunday, 24 October 2021, even if they plan to participate in the meeting online.

AGENDA ITEMS

1. ANNUAL FINANCIAL 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 2021.

2. ELECTION OF DIRECTORS

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

1.1 That Bryan Dorman, being eligible, be re-elected as a Director of the Company.
1.2 That Christine Bennett, 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 an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2021 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 FY21 GRANT OF SHARE RIGHTS TO THE MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

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 share rights to Dr Linda Mellors as her annual equity incentive grant for the year ended 30 June 2021 under the Company's Variable Reward and Retention 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: 23 September 2021



Rebecca Dean
Acting 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 24 October 2021 will be entitled to participate in and vote at the Annual General Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining entitlements to participate in and vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (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 2021 or their closely related parties (such as certain family members, dependents and companies they control), 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 Chairman 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.

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RESOLUTION 4

The Company will disregard any votes cast on resolution 4 that are cast:

- in favour of the resolution by or on behalf of Dr Mellors and 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
- as proxy for a person entitled to vote on the resolution by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman decides; 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 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 2 or more votes may appoint 2 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 appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of 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 Chairman 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 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 resolutions 3 or 4.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman 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 resolutions 3 or 4, then by signing and submitting the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolutions 3 or 4 even though it is connected with the remuneration of the Company's KMP.

The Chairman intends to call a poll on each of the resolutions set out in this Notice of Meeting. On a poll, if:

- a Shareholder has appointed a proxy (other than the Chairman 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 participating in the meeting or does not vote on the resolution,

The Chairman 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 Chairman of the meeting, the Chairman 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:	www.linkmarketservices.com.au
Mail:	Regis Healthcare Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
Facsimile:	+61 2 9287 0309
By hand:	Delivering it to Link Market Services Limited during business hours (Monday to Friday, 9:00am – 5:00pm) subject to public health directions Level 12 680 George Street Sydney NSW 2000

To be effective, a proxy must be received no later than 10.00am (AEDT) on Sunday, 24 October 2021.

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 Annual General Meeting. 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 prior to 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 his or her behalf at the Annual General Meeting. 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 24 October 2021.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2021 Annual General Meeting.

1. ANNUAL FINANCIAL REPORT

The Corporations Act 2001 (Cth) requires:

- the reports of the Directors and Auditors; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2021

to be laid before the Annual General Meeting. 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.

Also, a reasonable opportunity will be given to Shareholders as a whole at the meeting to ask the Company's 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, and the Company must hold an election of Directors each year. In accordance with the Company's Constitution, Mr Bryan Dorman and Professor Christine Bennett AO will stand for re-election as Non-Executive Directors, having last been elected by Shareholders on 25 October 2018.

Prior to submitting themselves for re-election, Mr Dorman and Professor Bennett confirmed that they will continue to have sufficient time to fulfil their duties as 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.

Should approval be given for them to be re-elected they will continue to act as Directors of the Company.

2.1 RE-ELECTION OF BRYAN DORMAN

Bryan has considerable experience both working in and growing enterprises across a broad range of industry sectors, including residential aged care, manufacturing, property development, asset investment and business services.

Bryan has a Bachelor of Business (Accounting), has worked in and was a partner of Melbourne accounting firm, Rees Partners, from 1977 until 2000. From its commencement in the early 1990s until 2014, Bryan was the Chairman of Regis (and Executive Chairman until 2008), during which time he oversaw management and growth of the Company.

Bryan was also the National President of the former aged care industry body, the Aged Care Association of Australia, from 2004 to 2012, during which time he was actively involved in the development of the industry and shaping its future.

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

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

RECOMMENDATION

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

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2.2 RE-ELECTION OF CHRISTINE BENNETT

Christine is a specialist paediatrician with over 30 years' health industry experience in clinical care and governance, strategic planning, executive management, teaching and research. She is Deputy Vice-Chancellor Enterprise & Partnership and Head of the School of Medicine, Sydney, at the University of Notre Dame Australia. Christine is also Convenor of the Champions of Change Coalition Health Group and joined the Telstra Health Board in July 2020.

Previously, Christine has been Group Executive and Chief Medical Officer at both MBF Limited and Bupa Australia, a partner in the KPMG Health and Life Sciences Practice, CEO of Westmead Hospital, Chair of the Sydney Children's Hospitals Network and Non-executive Director of Digital Health CRC Limited.

From 2008 to 2010, Christine was Chair of the National Health and Hospitals Reform Commission to provide advice on a long-term plan for the future of the Australian health and aged care system.

Christine was awarded an Officer of the Order of Australia in recognition of her distinguished service to medicine and health care leadership in 2014.

Christine holds a Bachelor of Medicine and Bachelor of Surgery from the University of Sydney and a Master of Paediatrics from the University of New South Wales. She is a Fellow of the Royal Australasian College of Physicians and a Graduate of the Australian Institute for Company Directors.

Christine is Chairman of the Clinical Governance and Care Committee.

Christine was appointed a Director of the Company in March 2018 and is considered an independent Non-Executive Director.

RECOMMENDATION

The Board (with Christine Bennett 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 page 68 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 2021. 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 adoption of the Remuneration Report.

4. APPROVAL OF FY21 GRANT OF SHARE RIGHTS TO THE MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

ASX Listing Rule 10.14 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 share rights to Dr Linda Mellors, Managing Director and Chief Executive Officer (CEO) under the Company's Variable Reward and Retention Plan (VRRP).

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

OVERVIEW OF THE VRRP

The VRRP is structured to align senior executives with Shareholders through a simple and transparent model which rewards performance over both the short and long term.

The VRRP is comprised of two components: a cash component and a share rights component. To be eligible for the cash component, the 'care and compliance' gateway must be met. Performance within the VRRP is then assessed over a 12-month period against short and long-term measures directly linked to the Company's strategic plan. Any award made is delivered in a combination of cash (40%) and share rights (60%).

Each share right generally entitles the holder to one fully paid ordinary share in the Company following vesting. The Board retains a discretion to make a cash equivalent payment in lieu of an allocation of shares.

The Company uses share rights to ensure senior executives are invested in the sustainable long-term performance of the Company, are encouraged to remain committed to the Company and have aligned interests with Shareholders. Prior to vesting, share rights do not carry any dividend or voting rights.

Further information about the VRRP can be found in the Company's Remuneration Report.

PERFORMANCE CONDITIONS

The FY21 VRRP was subject to the following performance measures determined by the Board at the start of FY21:

- EBITDA (30%).
- Net Refundable Accommodation Deposit (RAD) cash flow (30%).
- Lost Time Injury Frequency Rate (10%).
- KPIs specific to each Executive's Strategic responsibilities (30%).

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The FY21 Individual Strategic Objectives for the CEO were to:

- Demonstrate cohesive and positive culture through Executive 360 review process and staff Engagement Survey results.
- Implement post Royal Commission business plan and influence Government reform outcomes.
- Demonstrate leadership towards improving Regis performance metrics (clinical, reputational and financial).

The Board chose these measures as they support short-term financial performance and the achievement of the Company's long-term strategic objectives.

FY21 VRRP AWARD

The Board determined that the Care and Compliance Gateway was not met and therefore the entire cash component (max 40%) of the VRRP is forfeited.

The total achievement percentage is therefore applied to the Share Rights component, which is 60% of the VRRP.

Based on performance against the above performance conditions and the Care and Compliance Gateway, the CEO is eligible to receive a VRRP award of $158,400 for FY21.

Subject to Shareholder approval, Dr Mellors will be granted VRRP share rights which represents 60% of her VRRP award. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate the CEO.

The number of VRRP share rights to be granted to the CEO will be determined by dividing the share rights portion of the CEO's FY21 VRRP award (i.e. 60% of her VRRP award) by the volume weighted average price of the Company's shares traded on the ASX over the 5 trading days commencing on the trading day after the ex-dividend date for the final dividend for FY21, rounded up to the nearest whole number of share rights. This is the same methodology that was used to calculate the number of share rights awarded to other executives of the Company under the VRRP.

Subject to continued employment, the share rights component of the CEO's FY21 VRRP award will vest in three tranches as follows:

- 17% will vest in or around October 2022.
- 33% will vest in or around October 2023.
- 50% will vest in or around October 2024.

As the VRRP share rights form part of the CEO's remuneration, they will be granted at no cost and there will be no amount payable on vesting.

SUMMARY OF OTHER KEY TERMS OF THE VRRP SHARE RIGHTS

Cessation of employment
Where employment is terminated for cause or ceases due to resignation, unless the Board determines otherwise, all unvested VRRP share rights will automatically lapse.

In all other circumstances, unless the Board determines otherwise, unvested VRRP share rights will remain on foot and will vest in the ordinary course, as though employment had not ceased.

Change of control
The Board has discretion to determine whether or not vesting of some or all of a senior executive's share rights should be accelerated on a change of control. Where only some of the share rights are vested, the remainder will immediately lapse.

Clawback
The Board may clawback or adjust any awards as a result of a material misstatement in, or omission from, the financial statements or otherwise as a result of fraud, dishonesty or breach of obligations. The Board has discretion to adjust any conditions applicable to a VRRP award, if considered appropriate in the above circumstances.

Restrictions on dealing
The CEO must not sell, transfer, encumber, or otherwise deal with VRRP share rights.

The CEO will be free to deal with the shares allocated on vesting of the VRRP share rights, subject to the requirements of the Company's Policy for Dealing in Securities.

ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH ASX LISTING RULE 10.15

- The CEO's total remuneration package for FY21 was $1,200,000, comprising $720,000 as total fixed remuneration (inclusive of superannuation) and $480,000 as variable remuneration under the VRRP. Shareholders are referred to the FY21 Remuneration Report for full details of Dr Mellor's remuneration.
- This is the first time the Company is seeking approval for a grant of VRRP share rights to this CEO. Dr Mellors is the only Director entitled to participate in the VRRP.
- No loan will be made by the Company in relation to the acquisition of VRRP share rights or allocation to the CEO of any shares on vesting of those rights.
- Details of any securities issued under the VRRP 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 VRRP 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.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

RECOMMENDATION

The Non-Executive Directors recommend that Shareholders vote **in favour** of resolution 4.

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Regis Healthcare Limited
ABN 11 125 203 054

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Regis Healthcare Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

X99999999999

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PROXY FORM

I/We being a member(s) of Regis Healthcare Limited (the **Company**) and entitled to participate in and vote hereby appoint:

STEP 1 APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Tuesday, 26 October 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Name

Email

You can participate online via https://agmlive.link/REG21 (refer to details in the Online Platform Guide).

Important for Resolutions 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions		For	Against	Abstain*
2.1	Re-election of Bryan Dorman as a Director	☐	☐	☐
2.2	Re-election of Christine Bennett as a Director	☐	☐	☐
3	Adoption of Remuneration Report	☐	☐	☐
4	Approval of FY2021 grant of share rights to the Managing Director/ Chief Executive Officer	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

REG PRX2101N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. An email will be sent to your appointed proxy with details on how to access the meeting online.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

If you leave the section in Step 1 blank, or your named proxy does not participate in the Meeting, the Chairman of the Meeting will be your proxy. Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. If the Chairman of the Meeting is your proxy or becomes your proxy by default, the Chairman of the Meeting will vote any undirected proxies as the Chairman of the Meeting sees fit, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

If you are entitled to cast two or more votes, you may appoint up to two individuals or bodies corporate as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry at least 48 hours before the Meeting. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Sunday, 24 October 2021,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MAIL

Regis Healthcare Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

For personal use only