

Securities Trading Policy

1. Purpose

This Securities Trading Policy is designed to ensure that Promisia Healthcare Limited (“Promisia”) and its directors, officers, and employees comply with legal prohibitions on insider trading, maintain market integrity, and avoid any perception of improper trading in Promisia securities.

This policy is available on Promisia’s website, and should be read in conjunction with Promisia’s Code of Ethics, Corporate Governance Code, and Continuous Disclosure Policy.

2. Application

This policy applies to all directors and all employees of Promisia and its subsidiaries, including contingent workers such as secondees, contractors, and consultants (collectively referred to as “employees”).

3. Fundamental Rule - Prohibition on Insider Trading

Directors and employees who possess material information about Promisia must not:

- trade in Promisia securities;
- advise or encourage others to trade or hold any Promisia securities;
- encourage others to advise a third party to trade or hold Promisia securities; or
- disclose material information inappropriately, including passing it to others who may trade.

Promisia securities include Promisia shares, bonds and any other securities of Promisia or its subsidiaries.

Insider trading is prohibited by law and applies to all listed securities — not just those of Promisia. If a director or employee has material information about another issuer, they must not trade in that issuer’s securities, regardless of how or why the information was acquired.

For the purposes of this policy, material information is information that:

- is not generally available to the market; and
- if it were, would be likely to materially affect the price of any listed securities.

Information is generally available if released via an NZX announcement or otherwise readily accessible to investors who commonly invest in relevant securities.

Information includes rumours, matters of supposition, intentions of a person (including Promisia, and information, which is insufficiently definite to warrant disclosure to the public.

This policy does not apply to:

- transfers by gift or inheritance;
- acquisitions under an issue of new Promisia securities; or
- acquisitions through an employee share plan where the employee has no control over the timing (e.g. automated vesting under an equity scheme).

Directors and employees are responsible for trading conducted by entities or trusts they control. “Control” is assessed based on practical decision-making authority.

Short-term trading (buying and selling Promisia securities within six months) is strongly discouraged. It may only be permitted in exceptional circumstances with the prior approval of the Chair of the Board.

4. Confidential information

Directors and employees have a duty of confidentiality to Promisia. Directors and employees must not reveal any information concerning Promisia to a third party (unless that third party has signed a confidentiality agreement with Promisia and the director or employee has been authorised to disclose the confidential information), or to use confidential information in any way which may injure or cause loss to Promisia or use confidential information to gain an advantage for themselves. Directors and employees should ensure that external advisers keep Promisia information confidential.

5. Restrictions on trading during black-out periods

Directors and employees must not trade in Promisia securities during the following prescribed black-out periods, unless they have received written approval from the Board:

- from 1 October until the date Promisia announces its half-year results (inclusive);
- from 1 April until the date Promisia announces its full-year results (inclusive); and
- any other period as determined by the Board from time to time.

Outside of black-out periods, directors and employees may trade in Promisia securities only if they are not in possession of material information.

6. Additional obligations on Restricted Persons

The following persons are classified as “Restricted Persons”:

- all directors and alternate directors of Promisia;
- the Chief Operating Officer and the Chief Financial Officer;
- all members of the Leadership Team;
- all direct reports to the Chief Operating Officer and Chief Financial Officer;
- all trusts and entities controlled by Restricted Persons; and
- any other persons designated as Restricted Persons by the Board.

Prior to trading in Promisia securities, Restricted Persons must:

1. notify the Chair of the Board of their intention to trade, including the type and volume of securities (using the Request for Consent to Trade Form attached);
2. confirm they do not possess material information that is not generally available to the market; and
3. confirm there is no other reason to prohibit the trade.

If the Restricted Person is a director, the Request for Consent must be approved by the Chair of the Board (or the Chair of the Audit Committee, if the trade is by the Chair).

If a Restricted Person becomes aware of material information after submitting the Request for Consent to Trade Form but before completing the trade, they must not complete the trade.

After completing the trade, the Restricted Person must promptly confirm the trade details with the Chair of the Board.

7. Disclosure obligations

Directors and senior managers of Promisia must comply with their disclosure obligations under Subpart 6 of Part 5 of the Financial Markets Conduct Act 2013.

The Chair of the Board may assist with, and will typically submit, the required disclosure to NZX on the individual's behalf. However, it remains the sole responsibility of the relevant director or senior manager to ensure that the disclosure notice is submitted on time and in the correct format.

Promisia and the Chair of the Board accept no liability for any penalty or breach arising from late,
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incomplete, or incorrect disclosure by a director or senior manager.

Refer to the Continuous Disclosure Policy for additional detail on market-sensitive information and reporting obligations.

8. Compliance

All directors and employees of Promisia are required to comply with this policy.

Any known or suspected breach of this policy must be reported to the Chief Financial Officer or the Chair of the Board for investigation and, where appropriate, disciplinary action. Alternatively, concerns may be raised under Promisia's Protected Disclosures (Whistleblowing) Policy.

Document control
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Approver: Promisia Healthcare Limited Board
Document owner: Chief Financial Officer

Request for consent to trade in listed securities

To: Chair of the Board

In accordance with Promisia Healthcare Limited's ("Promisia") Securities Trading Policy, I request consent to undertake the following transaction, either by me or by an associated person or entity, within 10 trading days of approval.

Name:	
Name of registered holder: (if different)	
Position/Title:	
Description and number of securities to be traded:	
Type of proposed transaction: (e.g. purchase, sale, transfer)	

Declaration

I declare that:

- I am not in possession of any material information that is not generally available to the market that would have a material effect on the price of Promisia Healthcare Limited securities if it were generally available to the market;
- I know of no reason why I should be prohibited from trading in Promisia securities;
- the details provided above are true, complete, and correct to the best of my knowledge.

I acknowledge that:

- if I become aware of any material information before completing the proposed transaction, I will not proceed with the trade;
- this request does not constitute investment advice, and Promisia is not encouraging or recommending that I trade or hold securities.

Signature

Date

Approval (To be completed by Chair or delegate)

Promisia Healthcare Limited hereby provides consent for the proposed transaction described above. This consent is conditional on:

- completion of the transaction within 10 trading days of the date below; and
- full compliance with Promisia's Securities Trading Policy.

Signature (on behalf of Promisia)

Date

Name

Position/title