

1. Purpose

The Board of Sigma Healthcare Limited (Sigma Healthcare or Company) encourages the alignment of the interests of its directors and senior executives with the long-term interest of the Company's shareholders. The Policy (Policy) sets out the requirement for the minimum shareholding requirements for Sigma Healthcare Directors and Key Management personnel and how this Policy will be administered.

2. Scope

This Policy applies to the Company's Non-Executive Directors, the Chief Executive Officer/Managing Director and KMP.

3. Definitions

Fixed Pay- includes post tax base annual salary and any salary sacrifice items. It excludes any superannuation guarantee contributions.

KMP- Key Management Personnel means the executives of the Group who have authority and responsibility for planning, directing and controlling the major activities of the Group (as identified in the Company's Remuneration Report).

4. Policy

The Chief Executive Officer/Managing Director is required to accumulate and maintain for the duration of their position, a minimum shareholding equivalent to 200% of their annual Fixed Pay.

KMP (including Executive & Non-Executive Directors) are required to accumulate and maintain for the duration of their position, a minimum shareholding equivalent to 100% of their Fixed Pay.

The minimum shareholding is to be achieved by the 5th anniversary of the date the CEO/ Managing Director or KMP are appointed to their position or formally recognised as KMP (whichever is the latter).

For the purpose of calculating the minimum shareholding: -

- i. The following are included:
 - a. only vested shares without outstanding loan balances;
 - b. any shares or interest in shares owned by a closely related party of the CEO/Managing Director or
KMP as defined in the Corporations Act 2001 (Cth); and
 - c. any shares or interest in shares owned through a trust or in a superannuation fund or are otherwise held for the benefit of the person or entity referred to above.

For the avoidance of doubt, unvested shares or rights, vested rights or vested shares with loan balances will not be included in the calculation.

For the purposes of calculating whether the minimum shareholding has been met, the value of each share held by the KMP or CEO/Managing Director will be the share price at the time the share was acquired, or other such valuation determined by the Board from time to time.

Shares purchased under the Plan by Non-Executive Director's cannot be transferred or sold until the Non-

Executive Director ceases being a Director of the Company, or the first day of the financial year following the third anniversary of the purchase date, or a change of control of Sigma Healthcare, whichever occurs first.

5. Exemption from Compliance with this Policy

There may be circumstances where compliance with this Policy would cause or contribute to severe financial difficulty for a CEO/Managing Director or KMP. In these circumstances, the individual concerned may submit a request to the Chief People Officer including details of the circumstances relative to the exemption being sought from the Policy. The Chair of the Board and the Chair of the Nomination and Remuneration Committee (Committee) will decide on whether and to what extent any exemption under this Policy may be granted.

If any exemption is granted, the Chair of the Board and the Chair of the Committee will work with the individual to develop an alternative arrangement.

6. Administration

The Chief People Officer will monitor and administer this Policy with oversight by the Committee.

A report with the holdings of the Chief Executive Officer/Managing Director and KMP will be provided to the Committee for approval in August each year. Once the minimum shareholding is deemed to be achieved, it remains as achieved even in circumstances where the share price may fluctuate.

The outcome of the minimum shareholding for the Chief Executive Officer/Managing Director and KMP may be disclosed in the Company's annual report as appropriate.

KMP must immediately update the Company Secretary upon any sale or purchase of Shares to enable ASX notification in accordance with ASX Listing Rules Chapter 3 – Continuous Disclosure Requirements.

The Board retain absolute discretion to make such alterations, variations, additions, deletions or modifications (variations) to all or any of the Policy as the Board thinks fit.

The Policy is to be reviewed by the Board every two years.

7. Supporting Policies

This policy is to be read in conjunction with Sigma's other governance policies and frameworks including:

- Code of Conduct
- Share Trading Policy

8. Disclaimer

This Policy sets out Sigma Healthcare's general approach to the matters it covers but is not intended to bind Sigma Healthcare. Accordingly, this Policy acknowledges that the Sigma Healthcare may, at its absolute discretion, amend, vary or terminate the Policy at any time and in any individual case, may depart from the Policy wholly or in part.

9. Document control and related documents

Name of document	Minimum Shareholding Policy		
Document Author	Chief People Officer		
Document Approver	Board of Directors		
Document Reviewers	Head of Remuneration and Benefits	Nomination and Remuneration Committee	
Review Period	24 months		
Related documents	Code of Conduct Share Trading Policy		
Change record	Version	Version 4	
	Publish date	13 August 2025	

Policy Version Register

Version	Modified by	Description of changes	Authorised by	Effective date
2	Chief People Officer	Update to calculation of minimum shareholding requirement	Board of Directors	3 August 2023
3	General Counsel & Company Secretary	To update amendments required for possible merger with Chemist Warehouse	For Discussion Only	Implementation
4	General Counsel & Company Secretary	Update to calculation of minimum shareholding requirement	Board of Directors	13 August 2025