

Disclosure of beginning to have substantial holding

Section 276, Financial Markets Conduct Act 2013

To NZX Limited
and
To Promisia Healthcare Limited

Date this disclosure made: 6 October 2026

Date on which substantial holding began: 5 October 2026

Substantial product holder(s) giving disclosure

Full name(s): Gould Holdings Limited (**GHL**), Gould Investments & Contractual Services Limited (**GICSL**), George Arthur Churchill Gould (**Mr Gould**) and Benjamin William McAlpine Tothill (**Mr Tothill**).

Summary of substantial holding

Class of quoted voting products: Ordinary shares in Promisia Healthcare Limited

Summary for GHL, GICSL, Mr Gould and Mr Tothill

For this disclosure,—

- (a) total number held in class: 7,000,000
- (b) total in class: 54,206,650
- (c) total percentage held in class: 12.913%

Details of relevant interests

Details for GHL

Nature of relevant interest(s): GHL is party to an unconditional agreement to acquire ordinary shares in Promisia Healthcare Limited on 1 April 2027.

For that relevant interest,—

- (a) number held in class: 7,000,000
- (b) percentage held in class: 12.913%
- (c) current registered holder(s): Thomas David Brankin and Michael John Kirwin Lay as trustees of the Brankin Family Interest Trust
- (d) registered holder(s) once transfers are registered: GHL

For a derivative relevant interest, also—

- (a) type of derivative: Not applicable
- (b) details of derivative: Not applicable

(c) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not applicable

Details of relevant interests

Details for GICSL

Nature of relevant interest(s): GICSL holds 51.57% of the voting products of GHL and accordingly has a relevant interest in GHL's power to acquire the shares in Promisia Healthcare Limited.

For that relevant interest,—

(a) number held in class: 7,000,000

(b) percentage held in class: 12.913%

(c) current registered holder(s): Thomas David Brankin and Michael John Kirwin Lay as trustees of the Brankin Family Interest Trust

(d) registered holder(s) once transfers are registered: GHL

For a derivative relevant interest, also—

(a) type of derivative: Not applicable

(b) details of derivative: Not applicable

(c) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not applicable

Details of relevant interests

Details for Mr Gould

Nature of relevant interest(s): Mr Gould and Mr Tothill are trustees of the Wellington Trust (a family trust of which Mr Gould has a beneficial interest) (Mr Tothill in his capacity as an independent trustee with no beneficial interest) and jointly hold the shares in GICSL on behalf of the Wellington Trust. GICSL holds 51.57% of the voting products of GHL and accordingly Mr Gould, in his capacity as trustee of the Wellington Trust, has a relevant interest in GHL's power to acquire the shares in Promisia Healthcare Limited.

For that relevant interest,—

(a) number held in class: 7,000,000

(b) percentage held in class: 12.913%

(c) current registered holder(s): Thomas David Brankin and Michael John Kirwin Lay as trustees of the Brankin Family Interest Trust

(d) registered holder(s) once transfers are registered: GHL

For a derivative relevant interest, also—

- (a) type of derivative: Not applicable
- (b) details of derivative: Not applicable
- (c) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not applicable

Details of relevant interests

Details for Mr Tothill

Nature of relevant interest(s): Mr Gould and Mr Tothill are trustees of the Wellington Trust (a family trust of which Mr Gould has a beneficial interest) (Mr Tothill in his capacity as an independent trustee with no beneficial interest) and jointly hold the shares in GICSL on behalf of the Wellington Trust. GICSL holds 51.57% of the voting products of GHIL and accordingly Mr Tothill, in his capacity as independent trustee of the Wellington Trust, has a relevant interest in GHIL's power to acquire shares in Promisia Healthcare Limited.

For that relevant interest,—

- (a) number held in class: 7,000,000
- (b) percentage held in class: 12.913%
- (c) current registered holder(s): Thomas David Brankin and Michael John Kirwin Lay as trustees of the Brankin Family Interest Trust
- (d) registered holder(s) once transfers are registered: GHIL

For a derivative relevant interest, also—

- (a) type of derivative: Not applicable
- (b) details of derivative: Not applicable
- (c) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not applicable

Details of transactions and events giving rise to substantial holding

Details of the transactions or other events requiring disclosure:

On 5 October 2026 GHIL entered into an unconditional agreement for the sale and purchase of shares with Thomas David Brankin and Michael John Kirwin Lay as trustees of the Brankin Family Interest Trust (**Brankin Interest**) to purchase 7,000,000 ordinary shares in Promisia Healthcare Limited for \$0.70 per share (**Agreement**). The Agreement is attached to the substantial product holder notice filed by the Brankin Interest for this transaction. Settlement of this purchase is scheduled to occur on 1 April 2027.

In doing so GHIL acquired a relevant interest, being the power to acquire the shares. GICSL, Mr Gould (in his capacity as trustee of the Wellington Trust) and Mr Tothill (in his capacity as trustee of the Wellington Trust) have also acquired a relevant interest.

Additional information

Address(es) of substantial product holder(s):

GHL and George Arthur Churchill Gould: 478 Glenmark Drive, RD3, Amberley 7483, New Zealand
GICSL: WK Advisors and Accountants Limited, 2a Alfred Street, Mayfield, Blenheim 7201, New Zealand
Benjamin William McAlpine Tothill: 82 Glenogle Road, RD11, Hastings 4178, New Zealand

Contact details: Andrew McLean, 027 421 1746, andrew.mclean@gouldholdings.com

Nature of connection between substantial product holders: GHL is acquiring 7,000,000 ordinary shares in Promisia Healthcare Limited and GICSL, Mr Gould and Mr Tothill are each associated persons of GHL under section 12(1) of the Financial Markets Conduct Act 2013.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Thomas David Brankin and Michael John Kirwin Lay as trustees of the Brankin Family Interest Trust

Certification

I, **George Gould**, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.