



ANNUAL MEETING
OF SHAREHOLDERS 2023

Notice of Meeting

 Thursday 3 August 2023

 10:30am

 Hyundai Marine Sports Centre
8/10 Tamaki Drive
Orakei, Auckland 1071

 <https://meetnow.global/nz>

OTHER IMPORTANT DATES

(All times are given in New Zealand time)

- Latest time for receipt of proxy appointments
— 10.30am, Tuesday 1 August 2023
- Record date for voting entitlements
— 5.00pm, Tuesday 1 August 2023

Business

- A. Chairman's welcome and strategic overview
- B. Chief Executive Officer's report on financial and business performance
- C. Consideration of and Voting on the Resolutions

Shareholders will be asked to consider and, if thought appropriate, to pass the following ordinary resolutions:

1. **Auditor's Remuneration**

That the Directors are authorised to fix the remuneration of Baker Tilly Staples Rodway as auditor of Radius Care for the ensuing financial year.

2. **Re-election of Mary Gardiner**

That Mary Gardiner be re-elected as a Director of Radius Care.

3. **Re-election of Hamish Stevens**

That Hamish Stevens be re-elected as a Director of Radius Care.

4. **Election of Tom Wilson**

That Tom Wilson be elected as a Director of Radius Care.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting. Please read and consider the resolutions together with the notes.

D. **Other Business**

To consider any other matter that may be brought properly before the Annual Meeting.

By order of the Board of Radius Residential Care Limited.



Brien Cree
Executive Chair
4 July 2023

Explanatory Notes

AUDITOR'S REMUNERATION

Resolution 1

Auditor's Remuneration

Radius Care's current auditor, Baker Tilly Staples Rodway, is automatically reappointed as Radius Care's auditor at the Annual Meeting pursuant to section 207T of the Companies Act 1993. This resolution authorises the directors to fix the remuneration of Baker Tilly Staples Rodway as Radius Care's auditor pursuant to section 207S of the Companies Act 1993.

ELECTION OF DIRECTORS

In relation to the re-election of Mary Gardiner and Hamish Stevens, in accordance with NZX Listing Rule 2.7.1, a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is longer.

Tom Wilson has been nominated for election as an additional Director by an eligible shareholder in accordance with NZX Listing Rule 2.3.2.



Resolution 2**Re-election of Mary Gardiner**

INDEPENDENT DIRECTOR

Term of Office

Mary Gardiner was appointed as an Independent Director of Radius Care in December 2020.

**Board Committees**

- Audit and Risk Committee
- Remuneration and People Committee

Background

The Board continues to consider Mary as an Independent Director for the purposes of the Listing Rules.

Mary is an Independent Director and Chair of the Audit and Risk Committee of Southern Cross Pet Insurance, director of Unity Credit Union, Chair of Netball Northern Zone, trustee of Mangere Mountain Education Trust, an Auckland Council-controlled organisation and a director of Women in Sport Aotearoa.

Mary has previously been Chair of Auckland Netball Centre and Badminton NZ. Her commercial experience includes roles as Chief Financial Officer of Instant Finance and Radius Health Group, and Governance Risk Manager at Air New Zealand, following a career focused primarily in financial services with KPMG in New Zealand, Germany and Australia.

Mary is a Chartered member of the Institute of Directors, Fellow of Governance New Zealand and is a New Zealand Fellow Chartered Accountant.

Resolution 3**Re-election of Hamish Stevens**

INDEPENDENT DIRECTOR

Term of Office

Hamish Stevens was appointed as an Independent Director of Radius Care in December 2020.

**Board Committees**

- Chair of the Audit and Risk Committee

Background

The Board continues to consider Hamish as an Independent Director for the purposes of the Listing Rules.

Hamish is an Auckland-based Independent Director having held directorships in both the listed and private company sectors since 2010.

He is also currently Chair of Embark Education Group, East Health Services and Pharmaco and a director of Marsden Maritime Holdings, Northport and Counties Energy. Prior to his governance career, Hamish held senior finance positions with Heinz Wattie, Tip Top Ice Cream and DB Breweries.

Hamish is a qualified Chartered Accountant and a Chartered Fellow of the Institute of Directors.

Resolution 4**Election of Tom Wilson**

NON-EXECUTIVE DIRECTOR

Background

Tom Wilson has been nominated for election as an additional Director by an eligible shareholder in accordance with NZX Listing Rule 2.3.2.

Tom is an experienced director, and is currently the Chair of Genera Holdings, Show TV, CurraNZ, Pelco NZ and Tauranga Bridge Marina. He is also a director of Builtin Insurance Group. Tom was previously the Chair of Barrett Homes Group, Regal Haulage Group, Hopkins Farming Group and Managing Director of Satara (NZX Listed). Tom was involved in a number of leading management positions in the Aged Care

sector during his career as well as being a partner at KPMG for ten years.

Tom has recently consulted to Radius Care and if elected, the Board considers that he would be a Non-executive Director of Radius Care, rather than an Independent Director because he has recently been a supplier of services to Radius Care. The Board will keep his status under review and may determine that he is an Independent Director in the future.



The Board unanimously recommends that shareholders vote in favour of Resolutions 1,2,3 and 4.

Procedural Notes and Other Information

EXPLANATORY NOTES

Explanatory Notes relating to the resolutions are attached to and form part of this Notice of Meeting.

ATTENDANCE

All Shareholders who are registered as at **5.00pm (New Zealand time) on Tuesday 1 August 2023** are entitled to attend online or in person and vote at the Meeting.

Attend and vote online

To attend the meeting online please go to <https://meetnow.global/nz>. To access the meeting, click Go under the Radius Care meeting and then click JOIN MEETING NOW. More information on virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available through the Virtual Meeting Guide. Shareholders attending online are encouraged to review the Virtual Meeting Guide. If you have any questions on how to attend the Meeting online, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am – 5.00pm Monday to Friday.

Attend the meeting in person

The venue for the Meeting for those Shareholders attending in person is Hyundai Marine Sports Centre, 8/10 Tamaki Drive, Orakei, Auckland 1071.

PROXIES AND REPRESENTATIVES

If you are unable to attend the Meeting in person or online, you may appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on your behalf. The notice appointing a proxy or representative must be received by Computershare Investor Services Limited not later than **10.30am (New Zealand time) on Tuesday 1 August 2023**. If you wish to appoint a proxy, please review the proxy

form which provides information on how to make this appointment.

A proxy or representative does not need to be a Radius Care Shareholder.

The appointment of a proxy or representative does not preclude a Shareholder from attending and voting in person or online at the Meeting. However, please note that your proxy will not be able to vote at the Meeting unless you have provided a voting direction or discretion. If you do not provide an election in respect of the resolutions, your direction is to abstain. If you make more than one election in respect of any resolution your vote will be invalid on that resolution.

If your named proxy does not attend the meeting or you do not name a person as your proxy but otherwise have completed your proxy form in full, the Chair of the Meeting will act as your proxy.

You may appoint the Chair of the Meeting as your proxy. If you appoint the Chair of the Meeting as your proxy and elect to give him discretion on how to vote, then he intends to vote your Shares in favour of the resolutions.

ORDINARY RESOLUTIONS

Resolutions 1, 2, 3 and 4 must be passed by an ordinary resolution of Shareholders, i.e. by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolution in person or by proxy.