



ANNUAL MEETING
OF SHAREHOLDERS 2022

Notice of Meeting



Thursday 1 September 2022



10:30am



Eden Park

Enter via Gate G, World Cup Lounge West,
Level 4, South Stand, Reimers Avenue,
Kingsland, Auckland.



<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 30 August 2022
- Record date for voting entitlements
— 5.00pm, Tuesday 30 August 2022

Radius Care is monitoring the situation in New Zealand with regard to COVID-19. In the event of any significant developments, Radius Care may, in its sole discretion, elect to hold the Meeting as an online only meeting if it considers there are potential risks to the health of the meeting attendees or if an in-person meeting is prohibited by law. In such circumstances, Radius Care will provide Shareholders with as much notice as is reasonably practicable by way of an announcement to NZX and on Radius Care's website at www.radiuscare.co.nz.

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 Bret Jackson

That Bret Jackson be re-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 Meeting.

By order of the Board of Radius Residential Care Limited.



Brien Cree
Executive Chairman
28 July 2022



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 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.

RE-ELECTION OF DIRECTORS

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. However, at the time of Radius Care's NZX listing on 10 December 2020 each of Brien Cree, Duncan Cook, Tim Sumner and Bret Jackson had been in office for more than three years without re-election. Therefore, to facilitate a more orderly re-election process, the Board determined that, subject to the relevant Director not having resigned or retired, two of Brien Cree, Duncan Cook, Tim Sumner and Bret Jackson would stand for re-election at the 2021 annual meeting and the remaining two Directors would stand for re-election at the 2022 annual meeting. Brien Cree and Duncan Cook stood for re-election last year. Tim Sumner retired from the Board in February 2022, and is not seeking re-election to the Board. Accordingly, Bret Jackson retires and stands for re-election by shareholders. Bret is standing for re-election with the support of the Board, having considered tenure, contribution to the Board, attendance, experience, other commitments and positions, and performance generally.



Resolution 2: Re-election of Bret Jackson

Term of Office

Bret Jackson has been a Director of Radius Care since 2014.

Board Committees

- Audit and Risk Committee
- Remuneration and People Committee

Background

He is an experienced business professional spanning all facets of business including entrepreneurship, leadership, private equity investment and governance (both private and public boards). Bret held corporate roles at Mobil Oil New Zealand, as a management consultant at Boston Consulting Group (Sydney and London) and has founded and successfully operated his own private businesses. He is also a past President of the Harvard Business School Alumni Association of New Zealand.

At the time of Radius Care's NZX listing in 2020, Knox Investment Partners, a private equity firm associated with Bret Jackson, held 15.2% of the company's issued shares through Knox Fund IV NZD LP and Knox Fund IV AUD LP (the "Knox Funds"). Following an in-specie distribution in December 2021 the Knox Funds no longer hold any Radius Care shares and Knox Investment Partners no longer has a relevant interest in any Radius Care shares. Given the Knox Funds ceased to be a Substantial Product Holder of Radius Care in December 2021, and having regard to the definition of "Independent Director" in the NZX Listing Rules, and factors that may impact director independence in the NZX Corporate Governance Code, the Board has determined that Bret Jackson is an "Independent Director".

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

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 30 August 2022** 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 regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available through 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 Eden Park, World Cup Lounge West, Level 4, South Stand, Reimers Avenue, Kingsland, Auckland.

Radius Care may, in its sole discretion, elect to hold the Meeting as an online only meeting if it considers there are potential risks to the health of meeting attendees or if an in-person meeting is prohibited by law, as a result of significant developments in the COVID-19 situation in New Zealand and restrictions on the size of public gatherings. In such circumstances, Radius Care will provide Shareholders with as much notice as is reasonably practicable by way of an announcement to NZX and on Radius Care's website at www.radiuscare.co.nz.

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 30 August 2022**. 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 need not 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 Chairman of the Meeting will act as your proxy.

You may appoint the Chairman of the Meeting as your proxy. If you appoint the Chairman 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 and 2 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.