



ANNUAL MEETING  
OF SHAREHOLDERS 2024

# *Notice of Meeting*

 Tuesday 6 August 2024

 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 NZST)

- Latest time for receipt of proxy appointments  
– 10.30am, Sunday 4 August 2024
- Record date for voting entitlements  
– 5.00pm, Friday 2 August 2024

## Business

- A. Chair'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 Brien Cree**

That Brien Cree, who, in accordance with the NZX Listing Rules, retires and is seeking re-election, be re-elected as a Director of Radius Care.

**3. Re-election of Duncan Cook**

That Duncan Cook, who, in accordance with the NZX Listing Rules, retires and is seeking re-election, 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 Annual Meeting.

By order of the Board of Radius Residential Care Limited.



**Brien Cree**  
Executive Chair  
04 July 2024

## 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.

### 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.

Accordingly, Brien Cree and Duncan Cook are required to retire at this meeting. Brien and Duncan, each being eligible, offer themselves for re-election.





## Resolution 2

### Re-election of Brien Cree

FOUNDER & EXECUTIVE CHAIR

#### Term of Office

Brien Cree has been the Executive Chair since the company's inception in 2003.



#### Background

Brien Cree has more than 30 years' experience in the aged care sector and is a founding shareholder of Radius Care. Brien has also been the Managing Director of Radius Care from the company's inception in 2003. Brien has built Radius Care's portfolio from the ground up to its current 23 aged care facilities and four retirement villages. As Executive Chair, Brien is focused on the execution of Radius Care's strategic growth objectives.

He is also a long-standing board member of the New Zealand Aged Care Association and a past board member of the Retirement Villages Association.

Brien Cree is the Executive Chair of Radius Care and therefore pursuant to the NZX Listing Rules he is not an Independent Director.

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

## Resolution 3

### Re-election of Duncan Cook

EXECUTIVE DIRECTOR

#### Term of Office

Duncan Cook was appointed as an Executive Director of Radius Care in July 2010.



#### Board Committees

Chair of the Remuneration and People Committee

#### Background

Duncan Cook fills the role of General Counsel for the company. He is a consultant at Sharp Tudhope Lawyers (Tauranga and Auckland) having been a partner in the firm for 31 years. While in private practice his key areas were mergers and acquisitions, with a focus on consolidating primary and secondary health services. Duncan has been a director of Radius Care since 2010, and supported Radius Care's founders to establish, structure and grow the company.

Duncan has governance experience across a range of industry sectors, including fishing, insurance and housing construction and has volunteered on the boards of the Tauranga Chamber of Commerce and agencies associated with economic development in the Tauranga region.

Duncan Cook is an Executive Director of Radius Care and therefore pursuant to the NZX Listing Rules he is not an Independent Director.

## 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 (NZST) on Friday 2 August 2024** 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.

You may appoint a proxy in the following ways:

1. Appoint a proxy/corporate representative Online by going to: [www.investorvote.co.nz](http://www.investorvote.co.nz). Use the control number then your CSN/shareholder number found on the Proxy Form and post code or country of residence (if outside New Zealand) to securely access InvestorVote; or
2. Complete the attached Proxy/Voting form.

The notice appointing a proxy or representative must be received by Computershare Investor Services Limited not later than **10.30am (NZST) on Sunday 4 August 2024**. 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, and 3 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, online or by proxy.