

# Notice of 2021 Annual Meeting of Shareholders

**NOTICE is hereby given that the 2021 Annual Meeting of Shareholders of Radius Residential Care Limited (Radius Care) will be held on Wednesday 22 September 2021 commencing at 10.30am:**

- a. online at **Computershare Meeting Platform <https://meetnow.global/nz>**; and
- b. subject to Government restrictions and to the extent otherwise practicable, at Eden Park (Enter via Gate A), Loyalty Lounge, Level 2, West Stand, Walters Road, Kingsland, Auckland.

## Order of Business

### A. Chairman's Introduction and Address

### B. Chief Executive Officer's Address

### C. Consideration of and Voting on the Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

#### **Resolution 1 – Auditor's Remuneration**

That the directors are authorised to fix the fees and expenses of Baker Tilly Staples Rodway as auditor for the ensuing financial year.

#### **Resolution 2 – Re-election of Brien Cree**

That Brien Cree be re-elected as a director of Radius Residential Care Limited.

#### **Resolution 3 – Re-election of Duncan Cook**

That Duncan Cook be re-elected as a director of Radius Residential Care Limited.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting.

### 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**

Chairman

25 August 2021

## 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. 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 this year and the remaining two directors would stand for re-election next year. Accordingly, each of Brien Cree and Duncan Cook retires and stands for re-election by Shareholders. NZX Regulation (now NZ RegCo) was comfortable with this proposal as the NZX Listing Rules apply from the date of listing. Neither Brien Cree nor Duncan Cook are considered by the Board to be Independent Directors.

#### Resolution 2: Re-election of Brien Cree

Brien Cree has more than 30 years' experience in the aged care sector and is the 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 22 aged care facilities and two retirement villages. As Executive Chairman and Managing Director, Brien is focused on the execution of Radius Care's strategic growth objectives. He is a board member of the New Zealand Aged Care Association and a past board member of the Retirement Villages Association.

#### Resolution 3: Re-election of Duncan Cook

Duncan is a consultant at Sharp Tudhope Lawyers (Tauranga and Auckland) having been a partner in the firm for 31 years. His key areas of practice are mergers and acquisitions, and turnaround and restructuring. Duncan Cook has been a director of Radius Care since 2010, and worked with 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 holds roles as advisor to significant national businesses in the primary and secondary health sectors. He has volunteered on the boards of the Tauranga Chamber of Commerce and agencies associated with economic development in the Tauranga region. Duncan is a member of the New Zealand Law Society, Institute of Directors New Zealand (Inc) and Restructuring Insolvency & Turnaround Association New Zealand Incorporated. Duncan is Chair of the Remuneration and Human Resources Committee.

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

## 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 17 September 2021 are entitled to attend online or in person and vote at the Meeting.

#### Attendance 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. Select 'shareholder' on the login screen and enter your CSN or holder number (which can be found on the proxy form attached to this Notice of Meeting) and mailing address post code (if in New Zealand) or if outside New Zealand, choose your country from the drop-down list. Shareholders attending online will be able to vote and ask questions during the Meeting. 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. Shareholders attending online are encouraged to review the Virtual Meeting Guide prior to the Meeting.

## Attendance in person

If Government restrictions allow, the venue for the Meeting for those Shareholders attending in person is Eden Park (Enter via Gate A), Loyalty Lounge, Level 2, West Stand, Walters Road, 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](http://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 20 September 2021 by any of the following means:

<b>Online:</b>	Visit <a href="http://www.investorvote.co.nz">www.investorvote.co.nz</a> and follow the instructions or, if you have a Smartphone, by scanning the QR code on the first page of the proxy form attached to this Notice of Meeting and following the prompts
<b>Email:</b>	Email <a href="mailto:corporateactions@computershare.co.nz">corporateactions@computershare.co.nz</a> with "Radius Care proxy" in the subject line
<b>Delivery:</b>	Deliver your completed form to: Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622
<b>Mail:</b>	Post your completed form to Computershare Investor Services Limited, Private Bag 92119, Victoria Street West, Auckland 1142

A proxy or representative need not be a Shareholder and may be appointed by completing the proxy form attached to this Notice of Meeting.

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 a vote is required on any matter at the Meeting in addition to the matters on the agenda, the proxy may vote or abstain from voting on the matter as he or she sees fit.

If you do not name a person as your proxy but have indicated on the proxy form how you wish to vote, or your named proxy does not attend the Meeting, the Chairman of the Meeting will vote in accordance with your express instructions.

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, 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 or by proxy.



