Notice of Annual Meeting – Third Age Health Services Limited

14 September 2021, 6pm

Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland

Notice is hereby given that the 2021 annual meeting of the shareholders of Third Age Health Services Limited (**Third Age Health**) will be held in person at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at http://www.virtualmeeting.co.nz/tah21 on Tuesday 14 September 2021, beginning at 6pm.

Items of business

1. **Chairman's address**

2. **CEO's address**

3. **Financial statements and reports**
   To receive and consider the financial statements of Third Age Health for the year ending 31 March 2021 and the auditor's report to shareholders.

4. **Ordinary resolutions**
   To consider and, if thought fit, to pass the following ordinary resolutions:

   a. **Re-election of Bevan Walsh**
   That Bevan John Walsh, who retires at the annual meeting and is eligible for re-election, be re-elected as a director of Third Age Health (see explanatory note).

   b. **Re-election of Wayne Williams**
   That Wayne Geoffrey Williams, who retires at the annual meeting and is eligible for re-election, be re-elected as a director of Third Age Health (see explanatory note).

   c. **Election of Diane Lynn Budres**
   That Diane Lynn Budres, who was nominated for appointment and has consented to act, be elected as a director of Third Age Health (see explanatory note).

   d. **Auditor's remuneration**
   That the directors be authorised to fix the auditor's fees and expenses for the coming year (see explanatory note).

5. **Other business**
   To consider any other matters which can be considered at an annual meeting including any shareholder questions not previously answered.

By order of the board

Bevan Walsh, Chairman
16 August 2021

Explanatory Notes

These notes form part of the notice of meeting.

The resolutions to be voted on at the annual meeting are ordinary resolutions. This means that in order to be approved at least 50% of the shareholders entitled to vote and voting (either in person or online) must vote in favour of the resolution. There are no restrictions on any shareholder that prevent them from exercising their vote on any of the resolutions being considered at the meeting.

Resolution A: Re-election of Bevan Walsh
Bevan Walsh is a director and the chairman of Third Age Health. Bevan is required to retire at the annual meeting. Bevan, being eligible for re-election, offers himself to be re-elected.

The board of Third Age Health unanimously recommend that shareholders vote in favour of re-electing Bevan Walsh as a director. Bevan Walsh is a major shareholder in Third Age Health. The board does not consider Bevan to be an independent director.

A short biography for Bevan is below:

> *Bevan started a mobile medical services business in 2007 providing after-hours general practitioner home visits. This led him to uncover needs in the ARC sector for a dependable, client focussed "24/7/365" primary care service aimed specifically at satisfying ARC provider requirements and Bevan accordingly established Third Age Health in 2010 to meet those needs (and sold the earlier business). Serving since 2013 as Chairman of the Board of Directors for Third Age Health, Bevan offers guidance and executive leadership in concert with his fellow board members.*

Resolution B: Re-election of Wayne Williams
Wayne Williams was appointed as an additional director by the board of Third Age Health in June 2021 and is required to retire at the annual meeting. Wayne, being eligible for re-election, offers himself to be re-elected.

The board of Third Age Health unanimously recommend that shareholders vote in favour of re-electing Wayne Williams as a director. The board considers Wayne to be an independent director.

A short biography for Wayne is below:

> *Wayne was appointed to the board as an independent director as of 10 June 2021. Formerly a Partner of KPMG, Wayne has close to 30 years' experience within the health sector working in line management and consulting roles within primary care, DHBs and the MOH. Wayne is currently CEO of Alliance Health Plus Trust, a Pacific-led PHO based in South Auckland and is also on the board of Bay of Plenty DHB. He is a member of the Institute of Chartered Accountants Australia and New Zealand and a Chartered Member of the Institute of Directors.*

Resolution C: Election of Diane Lynn Budres
In accordance with NZX Listing Rule 2.3.2, on 27 July 2021 Third Age Health called for nominations of directors by shareholders to be considered for election at the annual meeting. Diane Budres was nominated by Bevan Walsh to be elected as a director. Diane has accepted the nomination and, being eligible, has offered herself for election. No other nominations were received.

The board of Third Age Health unanimously recommend that shareholders vote in favour of electing Diane Budres as a director. The board considers that Diane would not be an independent director.

A list of Diane's current and former work along with her education background, as provided by Diane, is below:

***Current**:*

- ***The Budres Foundation**: President and Founder who created a scholarship program based on learning by doing. Created in 1991 when I grew tired of hearing people say, ''if I had a million dollars, I'd invest in educating the next generation''. The program focuses on people who have already started their educational process but can't finish due to financial hardships. What makes the foundation different is that I invested $100,000.00 of my own money in the stock market as seed money staying away from being dependant on others. The foundation grew into a million dollar plus organization* *that has funded everything from ivy league universities to trade schools. We've added culinary arts, brewing, and sustainable ecology to the mix. All students have the opportunity to create community businesses and generate opportunities for others, carrying out the learning by doing process.*

- ***Sustainable Zoo Program**: created and continue to use new technologies in zoos and veterinary programs.*
- ***Organic Forces Global**: Sustainable growth from water community, example Singapore's water commission, to creating ecological friendly living and health care spaces.*

***Past**:*

- *CFO Star Media. M&A work, global push into China.*
- *Consulting NYC leading to M&A position with Time Warner and CNN.*
- *Board Member First National Bank, Apple Bank and Nelson Properties, DBS.*
- *Creator of Natural Source in NYC*
- *Medical Nutritional Steering Committee MSU. Worked with three medical schools requiring that all health care workers learn about nutrition*
- *Health Education Columbia University and St Joseph's College youngest member to be granted tenure at St Joseph's*
- *WHO member living and working during AIDS epidemics in Africa and SE Asia*
- *UN General Page and Health Inspector, NYC and Zurich*
- *St Mary's Hospital Nutrition and Community Outreach program.*

***Education**:*

- *E.d.D Columbia University*
- *MS Public Health Columbia University*
- *MS Business and Actuarial Science/MBA University of Chicago*
- *MS Human Ecology Michigan*
- *BS Michigan State University*
- *Course work on Health Care Informatics, online courses*
- *Teaching and Cooperative Extension Experience, Patient Advocate.*

Resolution D: Auditor's remuneration
EY is automatically reappointed auditor under section 207T of the Companies Act 1993. This resolution authorises the directors to fix the fees and expenses of the auditor as required by section 207S of the Companies Act 1993.

Attendance and voting

<u>Attendance</u>

Subject to any COVID-19 related restrictions, the annual meeting will be held both in person and online. Shareholders will be able to participate and vote in the annual meeting through either method.

In person

Shareholders wishing to attend in person should arrive at Link Market Services' offices prior to 6pm. Shareholders attending in person should bring their proxy voting form with their shareholder number for verification purposes.

Online

Shareholders, or their proxy, wishing to attend the annual meeting online can do so via a platform provided by Link Market Services at http://www.virtualmeeting.co.nz/tah21. Shareholders attending online can ask questions using the “ask a question” button and vote using the “get a voting card” button at the bottom of the online webcast during the annual meeting. Additional information about how the online annual meeting platform works can be found at https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf. The board recommends that shareholders wishing to attend the annual meeting online review the additional information prior to the annual meeting to ensure a smooth experience.

Shareholders attending the annual meeting online will need their CSN/Holder Number (found on their proxy voting form) for verification purposes prior to being able to vote or ask questions during the annual meeting.

<u>Voting</u>

Voting at the annual meeting will be by way of a poll. The persons who will be entitled to vote at the meeting are those persons (or their proxies) registered as holding shares at 5pm on Friday 10 September 2021.

Shareholders may, and are encouraged to, exercise their right to vote by way of proxy vote if they cannot attend the meeting in person or online.

A proxy form is included with this notice of meeting. You or your proxy can vote for or against or abstain from each of the resolutions. You can cast your vote prior to the annual meeting by using the proxy voting form. A proxy you appoint does not need to be a shareholder in Third Age Health.

The chairperson of the annual meeting is available to act as your proxy if you wish. If you appoint the chairperson of the annual meeting as your proxy, they will cast your vote in accordance with the indication made in your proxy voting form, or if no vote is entered or discretion is selected, in favour of each resolution.

To be effective, the proxy form must be received at Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland, by mail to PO Box 91976, Auckland 1142, New Zealand or by email no later than **6pm on Monday 13 September 2021** in accordance with the instructions on the proxy form.

You may also appoint your proxy online by following the instructions on the proxy form.

A shareholder may also cast a postal vote instead of attending in person, online, or appointing a proxy. You can cast a postal vote online or by electing to "Postal Vote" on the proxy form and returning it to Link Market Services Limited using any of the methods above no later than **6pm on Monday 13 September 2021**.

A corporate shareholder may appoint a person to attend the annual meeting as its representative in the same manner as it could appoint a proxy.

<u>Shareholder questions</u>

Shareholders will have the opportunity to ask questions during the meeting. The board's preference is that questions are submitted in advance of the meeting (by 6pm on Monday 13 September

2021). Questions can be sent via email to investors@thirdagehealth.co.nz or online by following the instructions on the proxy form. Third Age Health reserves the right not to address questions that it is not required to address and questions that, in the board's opinion, it is not reasonable to address in the context of an annual meeting.

Third Age Health

LODGE YOUR PROXY

Online:
https://investorcentre.linkmarketservices.co.nz/voting/TAH

Scan & email:
meetings@linkmarketservices.com

Deliver:
Link Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Mail:
Use the enclosed reply paid envelope or address to:
Link Market Services Limited
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM FOR THIRD AGE HEALTH SERVICES LIMITED'S ANNUAL SHAREHOLDERS MEETING

The Annual Meeting of Shareholders of Third Age Health Services Limited (**Third Age Health**) will be held at **Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland** and online, using the Company's share registrar's virtual meeting platform at http://www.virtualmeeting.co.nz/tah21 **on Tuesday, 14 September 2021, at 6pm.** Shareholders who wish to attend online via the virtual meeting platform, you will require your CSN/Holder Number for verification purposes.

If you do not plan to attend the meeting in person or virtually but wish to appoint a proxy you can do so online by going to https://investorcentre.linkmarketservices.co.nz/voting/TAH or by scanning the QR code above with your smartphone. You will require your CSN/Holder number and FIN to securely access the website. A corporation may appoint a person to attend and vote virtually at the meeting as its representative in the same manner as that in which it could appoint a proxy.
Alternatively, please complete the reverse of this form and return the form intact to Link Market Services by no later than 6pm (New Zealand time) **Monday, 13 September 2021.** You can still attend the meeting virtually if you appoint a proxy but you will not be able to vote on the resolutions.

Appointment of proxy
The Chairman of the meeting is willing to act as a proxy for any shareholder who wishes to appoint him. To appoint the Chairman of the meeting as your proxy, simply tick the box allocated next to "The Chairman of the meeting", or to appoint another person as your proxy write the full name of such other person (as applicable) in the space allocated on this proxy form. The Chairman will vote according to your instructions. If the Chairman is not instructed how to vote, he will vote in favour of all resolutions. Your proxy need not also be a shareholder. If, in appointing a proxy, you do not name a person as your proxy but otherwise complete this proxy form in full, it will be deemed to be a postal vote.

Voting of your holding
Direct your proxy how to vote by making the appropriate election in respect of each resolution. If you do not tick any box for a particular resolution, then the proxy will vote or abstain from voting as he or she sees fit. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you tick the 'Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the 'Abstain' box for a particular resolution, you are directing your proxy not to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution. A person appointed as a proxy will not be able to vote on amendments or resolutions from the floor of meeting unless the 'Discretion' box has been ticked.

Postal Vote
As a shareholder entitled to vote at the Annual Shareholders' Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

Signing instructions for proxy forms

Individual - where the holding is in one name, the shareholder must sign this proxy form.
Joint Holding - where the holding is in more than one name, this proxy form may be signed by, or on behalf of, the joint shareholders (or their duly authorised attorney).
Power of Attorney - if this proxy form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this proxy form.
Corporate Shareholder - this proxy form must be signed on behalf of the company by a duly authorised person acting with the company's express or implied authority, or executed under the common seal of the corporate shareholder (if it has one).

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐ I wish to vote by postal vote (please tick the box).
My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Third Age Health Services Limited hereby appoint*:

The Chairman of the meeting ☐ (tick)

Or ____ of ____
(Full Name) (Email Address)

As my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy may vote as he/she sees fit, to the extent permitted by law) at the annual meeting of shareholders of Third Age Health Services Limited to be held on Tuesday, 14 September 2021, at 6pm and at any adjournment of that meeting.

* If your named proxy does not attend the meeting, the Chairman of the meeting will act as your proxy and may only on vote in accordance with your express direction.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you want to direct your proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for a resolution, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority for that resolution.

VOTING INSTRUCTIONS

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

		Tick (✓) in box to vote			
		For	**Against**	**Abstain**	**Discretion**
a.	That Bevan John Walsh, who retires at the annual meeting and is eligible for re-election, be re-elected as a director of Third Age Health.	☐	☐	☐	☐
b.	That Wayne Geoffrey Williams, who retires at the annual meeting and is eligible for re-election, be re-elected as a director of Third Age Health.	☐	☐	☐	☐
c.	That Diane Lynn Budres, who was nominated for appointment and has consented to act, be elected as a director of Third Age Health.	☐	☐	☐	☐
d.	That the directors be authorised to fix the auditor's fees and expenses for the coming year.	☐	☐	☐	☐

The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the annual meeting physically or online will have the opportunity to ask questions during the annual meeting. If you cannot attend the annual meeting but would like to ask a question, you can submit a question online by going to https://investorcentre.linkmarketservices.co.nz/voting/TAH and completing the online validation process or by completing the question section below and returning it to Link Market Services. Shareholder questions will need to be submitted no later than 6pm, Monday, 13 September 2021.

Questions:

STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1	**Shareholder 2**	**Shareholder 3**
or duly authorised officer or attorney	or duly authorised officer or attorney	or duly authorised officer or attorney

Contact Name ___________________________________ Contact Daytime Telephone ________________________ Date ____________

Electronic Investor Communications: If you received the Notice of Meeting and this proxy form by mail and wish to receive your future investor communications by email please provide your email address below.