



Vital.

Level 4 & 5, Tower B
49 Tory Street, Te Aro
PO Box 9345, Marion Square
Wellington / New Zealand

vital.co.nz

30 September 2022

Dear Shareholder

On behalf of the Board of Directors of Vital Limited, please find attached the notice of the upcoming Annual Meeting together with a proxy form.

NOTICE OF ANNUAL MEETING

Notice is given that the Annual Meeting of Vital Limited (the **Company** or **Vital**) will be held at the **Vital Office, Level 4, Tower B, 49 Tory Street, Te Aro, Wellington** and online at www.virtualmeeting.co.nz/vtl22 via the Link Market Services Virtual Annual Meeting platform, **on Tuesday 18th October 2022 at 4:00pm** (New Zealand time).

Shareholders will be able to attend the meeting in person or online, vote and ask questions. Further information, including how to register for the Virtual AGM, vote and ask questions can be found at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

BUSINESS

Item 1	ANNUAL REPORT To present the financial statements and the Auditors' Report for the year ended 30 June 2022. EXPLANATORY NOTE: Vital's 2022 Annual Report is available to view and download at https://vital.co.nz/investors/.
Item 2	ELECTION AND RE-ELECTION OF DIRECTORS (Resolutions 1 & 2) Resolution 1 To consider and if thought fit to pass the following ordinary resolution: <i>That John McMahon be elected as a director of the Company.</i> A biographical note on John is attached to this notice.
Item 3	REMUNERATION OF AUDITORS Resolution 2 To consider and if thought fit to pass the following ordinary resolution: <i>That the Directors be authorised to fix the fees and expenses of the Auditors of the Company for the financial year ending 30 June 2023.</i>

	<i>Explanatory note to resolution 2</i> Section 207T of the Companies Act 1993 provides that an auditor of a company is automatically reappointed at an annual meeting of the company unless the auditor is no longer qualified or the company takes steps not to reappoint the auditor. Accordingly, the Company's auditors, KPMG, will be automatically re-appointed to conduct the audit of the Company for the financial year ending 30 June 2023. Section 207S of the Companies Act 1993 details the basis on how the fees and expenses of the auditor shall be set. In order to provide flexibility, your Directors recommend that they be authorised to determine the fees and expenses of the auditors.
Item 4	GENERAL BUSINESS

PROCEDURAL NOTES

An **ordinary resolution** is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. To appoint a proxy or representative the proxy form is enclosed must be received by Link Market Services Limited, no later than 48 hours before the time of holding the meeting i.e. before 4:00pm on Sunday 16th October 2022.

If you wish to mail the Proxy Form then please send it to our Share Registrar, Link Market Services Limited, using the reply-paid envelope provided. Alternatively, New Zealand based shareholders may scan and email the completed Proxy Form to meetings@linkmarketservices.com.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit the Link Market Services Investor Centre at <http://investorcentre.linkmarketservices.co.nz/voting/VTL>. You will require your CSN/Holder number and Authorisation Code (FIN) to securely access the website. Follow the prompts to complete your proxy appointment and vote.

The Board appreciates your interest in Vital.

By Order of the Board of Vital Limited



Jason Bull
Chief Executive Officer

DIRECTOR BIOGRAPHY

John McMahon

Independent Chairman

John brings over thirty years' experience in the Australian equity markets, predominantly as an equity analyst (covering a range of industries including telecommunications, media, gaming, transport, industrials), including positions as Head of Research and Head of Equities for institutional stockbrokers, and three years as Managing Director of ASB Securities. He now manages his own investment portfolio. He is Chair of NZX-listed Solution Dynamics, a director of NZX-listed Wellington Drive Technologies and was a director of NZX Ltd until December 2021. John has a Bachelor of Commerce (Honours), an MBA and is a CFA (Chartered Financial Analyst) charterholder.

John was appointed to the Board in September 2002 and replaced Roger Sowry, who retired, as Chair.