



**Vital.**

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

[vital.co.nz](http://vital.co.nz)

1 October 2021

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 as a virtual only meeting at 4.30pm on Tuesday, 19 October 2021. All shareholders may attend and participate virtually via the Link Market Services Annual Meetings Platform at [www.virtualmeeting.co.nz/vtl21](http://www.virtualmeeting.co.nz/vtl21). Shareholders will be able to watch the AGM, vote and ask questions by logging on to the meeting platform where broadband is available. 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**

<b>Item 1</b>	<b>ANNUAL REPORT</b>  To present the financial statements and the Auditors' Report for the year ended 30 June 2021.  <b>EXPLANATORY NOTE:</b>  Vital's 2021 Annual Report is available to view and download at <a href="https://vital.co.nz/investors/">https://vital.co.nz/investors/</a> .
<b>Item 2</b>	<b>ELECTION AND RE-ELECTION OF DIRECTORS (Resolutions 1 &amp; 2)</b>  <b>Resolution 1</b> To consider and if thought fit to pass the following <b>ordinary resolution</b> : <i>That <b>Nathan York</b>, who retires and is eligible for election, be re-elected as a director of the Company.</i>  <b>Resolution 2</b> To consider and if thought fit to pass the following <b>ordinary resolution</b> : <i>That <b>Reginald Barrett</b>, who retires and is eligible for election, be re-elected as a director of the Company.</i>  <b>Explanatory note to resolutions 1 &amp; 2</b>  Under rule 2.7.1 of the NZX Main Board Listing Rules (the Listing Rules), a director must not hold office past the third annual meeting following appointment or three years, whichever is longer, without being re-elected by

	<p>shareholders. Accordingly, Nathan York and Reginald Barrett, who were elected at the 2018 Annual Meeting, are retiring from office at this year's Annual Meeting and offer themselves for re-election.</p> <p>The Board has determined that Nathan and Reginald will each be an independent director for the purposes of the NZX Listing Rules if re-elected to the Board.</p> <p>Biographical notes on Nathan and Reginald are attached to this notice.</p>
<b>Item 3</b>	<p><b>REMUNERATION OF AUDITORS</b></p> <p><b>Resolution 3</b> To consider and if thought fit to pass the following <b>ordinary resolution</b>: <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 2022.</i></p> <p><b>Explanatory note to resolution 3</b></p> <p>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 2022.</p> <p>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.</p>
<b>Item 4</b>	<b>GENERAL BUSINESS</b>

## 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 4:30pm on Sunday 17th October 2021.

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, shareholders may scan and email the completed Proxy Form to [meetings@linkmarketservices.com](mailto: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

A handwritten signature in blue ink, appearing to read "J. Bull", written in a cursive style.

Jason Bull  
Chief Operating Officer

## **DIRECTOR BIOGRAPHIES**

### **Nathan York**

Nathan has held a number of senior management and governance positions, primarily in the Property, Energy and Māori sectors, and is currently the Chief Executive Officer at Bluehaven Group and Chair of the Ahu Whenua Trust, Whaiti Kuranui 2D4 Sec1B. He has extensive portfolio management and property development experience, having delivered a number of nationally recognised projects. Nathan has tribal affiliations to Ngāpuhi, Ngāti Raukawā/Tainui and Ngāti Tūwharetoa.

### **Reginald Barrett**

Reg is a Wellington based company director with assignments in both the commercial and Government sector in New Zealand and overseas. He is a former CEO of three organisations with Central and Regional government spanning 13 years, a military engineer career spanning 21 years and over 10 years' executive experience with Vodafone. He has had over 25 years' governance experience as both a Chairman and Director of commercial enterprises and specialist knowledge in civil engineering projects, telecommunications, supply chain, land transport and use of technologies as enablers for enterprises.