



Notice of Annual Meeting

RYMAN HEALTHCARE 2025



Dear Shareholder,

We warmly invite you to join us for the Annual Meeting of Shareholders of Ryman Healthcare Limited (Ryman). Shareholders have the choice to attend in person or virtually.

When: Wednesday, 30 July 2025 at 10.00 am (NZT)

Where: Philip Carter Family Concert Hall Auditorium
The Piano
156 Armagh Street
Christchurch
New Zealand

Virtual: Shareholders are also able to attend the Annual Meeting online via the Virtual Meeting portal at virtualmeeting.co.nz/rym25

You are invited to join us after the meeting for light refreshments.

Shareholders participating in the Annual Meeting virtually via the Virtual Meeting portal will be able to vote and ask questions during the event. Please read the procedural notes over the page for further details.

Important dates

The latest time for receipt of proxy forms or directions, is **10.00 am (NZT) on Monday, 28 July 2025**.

The latest time for determining voting entitlements at the Annual Meeting is **5.00 pm (NZT) on Monday, 28 July 2025**.

Business

A. Chair's address

B. Chief Executive Officer's address

C. Resolutions (Please see the Explanatory Notes at the end of this Notice of Meeting)

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

Resolution 1: Auditor's Remuneration:

That the Board be authorised to fix the remuneration of PwC as auditor of Ryman Healthcare Limited for the ensuing year.

Resolution 2: Re-election of Director Scott Pritchard:

That Scott Pritchard be re-elected as a director of Ryman Healthcare Limited.

Resolutions 1 and 2 above are to be considered as ordinary resolutions and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolution.

For more information on the resolutions, please see the Explanatory Notes.

D. Shareholder questions

E. General business

To consider such other business as may be lawfully raised at the meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'D. Hamilton', with a stylized flourish at the end.

Dean Hamilton

Chair of the Board
Ryman Healthcare Limited
30 June 2025

Explanatory notes

Resolution 1: Auditor's Remuneration

PwC is the existing auditor of Ryman Healthcare Limited (Ryman). Pursuant to section 207T of the Companies Act 1993, PwC is automatically re-appointed as auditor at the Annual Meeting. Section 207S(a) of the Companies Act 1993 provides that the auditor's fees and expenses must be fixed, either by Ryman at that Annual Meeting or in the manner that Ryman determines at the Annual Meeting. The proposed resolution, if passed by shareholders, would authorise the Board, consistent with commercial practice, to fix the remuneration of PwC as Ryman's auditor.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Director Scott Pritchard



Under NZX Listing Rule 2.7.1 a director appointed by the board must not hold office (without re-election) past the next Annual Meeting following the director's appointment. Scott Pritchard was appointed as a non-executive director by the Board with effect from 1 November 2024. Scott Pritchard retires and offers himself for re-election at the 2025 Annual Meeting.

Director Scott Pritchard is considered by the Board to be independent.

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

Term of office: Appointed 1 November 2024

Board committees: People, Safety and Remuneration committee

Qualifications: BEd, DipTchg, PgDipBA, MMgt

Biography: Scott joined the Board in 2024. Based in Auckland, Scott has been CEO of Precinct Properties, New Zealand's largest owner, developer, and manager of premium real estate in Auckland and Wellington, since 2010. Scott has extensive experience in property development, property funds management and asset management. Scott also serves as the Independent Chair of the Auckland Council City Centre Advisory Panel, is a director on the National Board of the Property Council of New Zealand, and is a Trustee of the Tania Dalton Foundation.

Procedural notes

Attending in person

If you wish to vote in person, you should attend the Annual Meeting where you will be issued with a voting card. Please bring your Voting Proxy Form with you to the meeting (enclosed with the notice) to assist with your registration.

Online participation

You may also attend virtually via the Virtual Meeting portal, where you can watch the Annual Meeting, vote and ask questions. Ryman's Virtual Meeting portal can be found at: virtualmeeting.co.nz/rym25.

Shareholders attending virtually will require their CSN/ Holder Number for verification purposes. Shareholders attending virtually will be able to ask questions during the Annual Meeting via the 'Ask a Question' functionality.

If you require assistance with using the portal please phone the helpline on 0800 200 220.

More information regarding virtual attendance including how to vote and ask questions is available in the Virtual Meeting Guide [mail.cm.mpm@mufig.com](mailto:cm.mpm@mufig.com)/MUFG/MUFG_VirtualMeetingGuide.pdf.

Eligibility to vote

Any shareholder whose name was recorded in Ryman's share register at 5.00 pm (NZT) on Monday, 28 July 2025, is entitled to attend the meeting and vote on the resolutions either in person or by proxy.

Proxies

All shareholders are entitled to vote at the meeting but if you cannot attend or participate by virtual meeting you are encouraged to appoint a proxy to attend the meeting and vote on your behalf. A corporate shareholder may appoint a person to attend the meeting as its representative in the same manner that it would appoint a proxy. A proxy need not be a Ryman shareholder.

The Chair of the Annual Meeting and the directors of Ryman intend to vote all discretionary proxies, for which they have authority to vote, in favour of and for Resolutions 1 and 2. If, in appointing your proxy, you do not name a person as your proxy (either online or on your Voting Proxy Form), the Chair of the Annual Meeting will be your proxy and may vote only in accordance with your express direction. A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in this notice.

Shareholders can appoint a proxy by completing the Proxy Voting Form and returning it to MUFG Pension & Market Services, by email or mail as set out in the Voting Proxy Form.

Online proxy voting

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting nz.investorcentre.mpms.mufg.com/voting/RYM.

Holders on the Ryman register will be required to enter their CSN/Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online.

All online or postal proxy appointments must be received by MUFG Pension & Market Services via mail or email no later than 10.00 am (NZT) on Monday, 28 July 2025.

Shareholder questions

We want to make it as easy as possible for shareholders to ask questions at the Annual Meeting. Shareholders present at the Annual Meeting or attending virtually via the Virtual Meeting portal will have the opportunity to ask questions during the Annual Meeting:

- **Shareholders who cannot attend the Annual Meeting**
If you cannot attend the Annual Meeting but would like to ask a question you can submit a question by completing the shareholder question section on the Voting Proxy Form and returning it to MUFG Pension & Market Services, or online by going to vote at nz.investorcentre.mpms.mufg.com/voting/RYM. After completing the online validation process choose 'Questions'. Shareholder questions will need to be submitted by 10.00 am (NZT) Monday, 28 July 2025.
- **Online questions**
Shareholders attending the Annual Meeting virtually will be able to submit questions via the 'Ask a Question' functionality in the Virtual Meeting portal.

Questions can be submitted via the portal at any time during the Annual Meeting.

We encourage shareholders to submit questions early to ensure that as many questions as possible are received and addressed at the appropriate time during the meeting.

Please note in order to 'Ask a Question' via the Virtual Meeting portal shareholders must have completed the registration process to vote in order to validate themselves as a shareholder and make the 'Ask a Question' functionality available.