

## **Notice of Annual Shareholder Meeting**

### **Third Age Health Services Limited**

To be held on Tuesday 15 August 2023 at 2pm

ANZ, Room 30.03, Level 30, 23 Albert Street, Auckland CBD

Notice is hereby given that the 2023 annual meeting of the shareholders of Third Age Health Services Limited (**Third Age Health**) will be held in person on Tuesday 15 August 2023 at ANZ Room 30.03, Level 30, 23 Albert Street, Auckland, beginning at 2pm. It will also be held online - please email your request to attend online to [investors@thirdagehealth.co.nz](mailto:investors@thirdagehealth.co.nz) with your shareholder number and name by **2pm on Friday 11 August 2023** to obtain details to attend.

#### **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 2023 and the auditor's report to shareholders.

**4. Ordinary resolution A**

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

**Auditor's remuneration**

That the directors of Third Age Health be authorised to fix the fees and expenses of UHY Haines Norton as auditor for the coming year (see explanatory note).

**5. Ordinary resolution B**

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

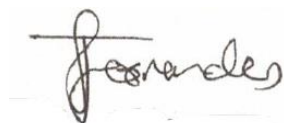
**Election of Warren William Flaunty**

That Warren William Flaunty be elected as a director of Third Age Health (see explanatory note).

**6. 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



**John Fernandes, Chairman**

18 July 2023

## 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 by proxy) 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.

### Ordinary Resolution A: Auditor's remuneration

This resolution authorises the directors to fix the fees and expenses of UHY Haines Norton as auditor as required by section 207S of the Companies Act 1993.

The Board recommends that shareholders vote in favour of this resolution.

### Ordinary Resolution B: Election of Warren William Flaunty

The Board does not support this nomination for election and recommends that shareholders vote against this resolution.

Warren Flaunty has been nominated for election as a Director under NZX listing rule 2.3.2

The following short biography for Warren has been provided:

*Warren has been involved in healthcare for his whole working life. A Pharmacist by profession for over 50 years he has owned and operated three pharmacies. Warren has become a major shareholder of TAH through on-market purchases for the Flaunty Family Trust. He has been involved in local government for over 40 years; an elected director of Waitemata District Health Board for 21 years; Trustee West Auckland Hospice 12 years; Introduced the Graseby Pump into NZ in 1998 for use in terminal care; Chairman WDHB Three Harbours Health Foundation 21 years; Member Health Practitioners Disciplinary Tribunal 12 years; Justice of the Peace – 32 years; Elected trustee Waitakere Licensing Trust 37 years; and currently Chairman of The Trusts Community Foundation Limited – a not-for-profit class 4 gaming foundation. Additionally, Warren was awarded a Queen's Service Medal (QSM) for community service in 2004.*

Our board currently consists of four directors. As part of our succession planning, one position will become vacant at the end of this year when Norah Barlow intends to step down. As announced to the market, the board has selected Steffan Crausaz to join as an independent director when Norah steps down. Steffan's extensive experience, particularly in primary care as CEO of Tāmaki Health, and as a trained pharmacist, brings a unique blend of clinical experience and healthcare management to the board. His appointment will be put up for ratification by shareholders at the 2024 AGM.

We are resolutely driving what the board considers to be substantial improvements to return on capital and profitability and welcome input from any shareholders who have constructive suggestions on how to drive profit growth faster and the selection of future independent directors.

As we (with four directors and our current fee pool) are already focused on improving profitability, we would prefer not to increase our director related expenses at all. For the board to endorse an increase in the number of directors (and the associated fee pool for adding to our size) would be a case of doing one thing and saying the other.

It is the board's view that Warren Flaunty would not be classed as an independent director.

Therefore, we believe it is in the best interests of the company and all shareholders to maintain the current succession plan and board structure.

## Attendance and voting

### Attendance

The annual meeting will be held in person. Shareholders, or their proxy, wishing to attend the annual meeting should arrive at 23 Albert Street at the appointed time and should bring their proxy voting form with their shareholder number for verification purposes.

An online option will be available on request, please email request to attend online to [investors@thirdagehealth.co.nz](mailto:investors@thirdagehealth.co.nz) with shareholder number and name by **2pm on Friday 11 August 2023**.

### **Voting**

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 **2pm on Friday 11 August 2023**.

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

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 Chair of the annual meeting as your proxy, he 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, at his discretion.

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 to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com) no later than **2pm on Sunday, 13 August 2023** 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 **2pm on Sunday 13 August 2023**.

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.

### **Shareholder questions**

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. Questions can be sent via email to [investors@thirdagehealth.co.nz](mailto:investors@thirdagehealth.co.nz) or online (until voting closes) 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.