



NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2025 Annual Meeting of Shareholders of Green Cross Health Limited (“the Company”) will be held virtually via Computershare’s Meeting Platform at <https://meetnow.global/nz> on Thursday, 31st of July 2025 at 2.30 pm.

BUSINESS:

- A. Chair’s Address
- B. Group Chief Executive Officer’s Address
- C. Audited Financial Statements
- D. Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions (see following pages for further information):

- 1. That Kim Ellis be re-elected as a Director of the Company
- 2. That John Bolland be re-elected as a Director of the Company
- 3. That Craig Brockliss be re-elected as a Director of the Company
- 4. That the Directors’ fee pool be increased by \$100,000 from \$500,000 to \$600,000 per annum with effect from 1 April 2025
- 5. To authorise the Directors to fix the remuneration of the Auditor for the ensuing year
- E. To consider any other matters that may be properly brought before the Annual Meeting

Proxies and voting

Any shareholder who is entitled to attend and vote at the meeting may instead appoint a proxy to attend and vote on their behalf. A proxy need not be a shareholder. The Chair of the Company is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chair intends to vote any undirected proxies in favour of Resolutions 1, 2, 3 and 5. In accordance with the voting restrictions outlined below, the Chair will be unable to vote any undirected proxies in favour of Resolution 4.

Under the NZX Listing Rules, all Directors and any Associated Person of that Director (as defined in NZX Listing Rules) are unable to vote in favour of Resolution 4. If you appoint any such person as your proxy, that person will only be able to vote on Resolution 4 in accordance with your express instructions, as set out in your proxy form.



If you wish to appoint a proxy, please complete the enclosed proxy form and mail to:

Computershare Investor Services Limited
Private Bag 92119
Auckland 1142

Alternatively, you can email the completed proxy form to corporateactions@computershare.co.nz or complete a proxy form online at www.investorvote.co.nz. You will need the Control Number (found on the Proxy Notice), your CSN/security holder number and postcode or country of residence to vote online.

For your vote to be effective, your proxy must be received no later than 2.30pm on Tuesday, 29 July 2025 (being 48 hours before the meeting).

Note

Biographical information relating to the Directors standing for re-election at the meeting can be found below.

Attending the meeting

Shareholders will not be able to attend the Annual Meeting in person. Attendance will only be via the Computershare Meeting Platform at <https://meetnow.global/nz>. To access the meeting, click “Go” under the Green Cross Health meeting and then click “Join Meeting Now”. Select “Shareholder” on the login screen and enter your **CSN/Securityholder Number** and **post code** (or country of residence if outside of New Zealand).

Please refer to the Virtual Meeting Guide attached to this Notice of Meeting for more information. You will need the latest version of Chrome, Safari, or Edge to access the meeting. Please ensure your browser is compatible.

For and on behalf of the Board

Kalpana Goundar
Chief Financial Officer/Company Secretary

Dated: 26 June 2025

Biographical information relating to the Directors standing for re-election:

Kim Ellis

Independent Chair

During his business career Kim had wide Chief Executive experience and was best known for his 13 years at the helm of Waste Management NZ Ltd, culminating in the company's sale in 2006. During his tenure he led 40 acquisitions and built a successful business in Australia.



Earlier roles encompassed a number of market sectors including health, manufacturing, distribution, transport, property, agriculture and fashion. Since 2006 Kim has been active in governance and is currently Chair of NZ Social Infrastructure Fund and consultant to Envirowaste Services.

Kim holds first class honours degrees in Chemical Engineering and Economics.

The Board has determined that Kim will be an Independent Director if re-elected.

John Bolland

Non-Executive Director

John Bolland has more than 25 years experience in private equity, senior management and corporate finance. This includes 14 years with Ernst & Young, where he had Partner level responsibility in Corporate Finance and Audit & Business Advisory. John holds a Bachelor of Commerce from the University of Auckland and is a Member of the New Zealand Institute of Chartered Accountants. John is a consultant at Segoura Limited, a Director of Stellar Software Limited and a Director of PowerShield Limited.



John was appointed as a Non-Executive Director of the Company in August 2009.

The Board has determined that John will not be an Independent Director if re-elected.

Craig Brockliss

Non-Executive Director

Craig Brockliss is currently CEO of the Wilton Capital Group of companies and has more than 20 years' experience in business, property and private equity investing. Wilton has significant investment interests in New Zealand, the United States and in the UK.



Wilton Capital has its origins in the pharmaceutical logistics markets in New Zealand and Australia before diversifying into other investments in 2001.

Wilton is currently the third largest shareholder in Green Cross Health.

Craig holds a Bachelor of Commerce and a Bachelor of Laws from the University of Auckland and worked for Ernst and Young prior to joining the Wilton Group in 2001.

The Board has determined that Craig will not be an independent director if re-elected.

Director Fee Pool

The table below shows the current and proposed Director fee pool:

	FY25	FY26 Proposed
Director fee pool	500,000	600,000
Payment allocated	452,500	527,625
Headroom	47,500	72,375

The table below shows the current and proposed allocation of Director fees:

	FY25	FY26 Proposed
Independent Chair	120,000	126,000
John (Andrew) Bagnall and Peter Merton	35,000	63,000
Other Directors	60,000	63,000
Chair of Audit & Risk Committee	7,500	7,875
Chair of Investment Committee	5,000	5,250
Chair of Remuneration Committee	5,000	5,250
Directors on Investment Committee	2,500	2,625

The Board considers the proposed Director fee pool increase is appropriate for the following reasons:

- The Director's fee pool was last increased in 2015
- The increase allows the payments for all Directors to be aligned and for a partial catch-up inflationary adjustment to all rates (given no general inflationary adjustments have been made since before 2019)
- It creates sufficient headroom for future inflationary increases
- The current Board size is optimal, hence the increase is appropriate to ensure the Company can offer competitive fees to attract and retain high calibre Directors.