



RYMAN HEALTHCARE 2026

Notice of Annual Meeting

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. Following a number of requests from shareholders, we are holding this year's Annual Meeting in Auckland.

When: Tuesday, 28 July 2026 at 10.00 am (NZT)

Where: Akarana Marine Sports Centre
8/10 Tamaki Drive
Orakei, Auckland 1071

Virtual: Shareholders are also able to attend the Annual Meeting online via the Virtual Meeting portal at www.virtualmeeting.co.nz/rym26

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 below for further details.

Important dates

The latest time for receipt of proxy forms or directions, is **10.00 am (NZT) on Sunday, 26 July 2026.**

The latest time for determining voting entitlements at the Annual Meeting is **5.00 pm (NZT) on Friday, 24 July 2026.**



Deborah Cheetham Village

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: Rotation and re-election of Director Dean Hamilton

That Dean Hamilton be re-elected as a director of Ryman Healthcare Limited.

Resolution 3: Rotation and re-election of Director James Miller

That James Miller be re-elected as a director of Ryman Healthcare Limited.

Resolution 4: Re-election of Director Hamish Rumbold

That Hamish Rumbold be re-elected as a director of Ryman Healthcare Limited.

Resolutions 1–4 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



Dean Hamilton
Chair of the Board
Ryman Healthcare Limited
26 June 2026

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: Rotation and re-election of Director Dean Hamilton, Independent Director



Non-executive Director Dean Hamilton retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers himself for re-election at the 2026 Annual Meeting.

The Board unanimously supports the re-election of Dean Hamilton and recommends that shareholders vote in favour of Resolution 2.

Term of office: Appointed 1 June 2023 and last re-elected at the 2023 Annual Meeting

Board committees: Governance and Nominations Committee (Chair), Audit, Finance and Risk Committee (member) and People, Safety and Remuneration Committee (member)

Qualifications: BCA, CMINSTD

Biography: Dean joined the Board on 1 June 2023 and assumed the role of Chair on 1 August 2023. He has an extensive background in governance, large company leadership and financial markets across New Zealand and Australia. He is currently Chair of Fulton Hogan and holds director roles at Auckland International Airport and The Warehouse Group.

Independence: Dean Hamilton is considered by the Board to be independent. From 22 April 2024 to 28 November 2024, Dean Hamilton assumed the role of Executive Chair while the search for a new Chief Executive Officer was underway. The Board determined that Dean was a non-independent director while he was the Executive Chair, before confirming his position as an independent director from 29 November 2024. The Board considers that Dean Hamilton's temporary tenure as Executive Chair in 2024 has not impacted his ability to bring an independent view to decisions in relation to Ryman, act in the best interests of Ryman or represent the interests of Ryman's financial product holders generally.

Resolution 3: Rotation and re-election of Director James Miller, Independent Director



Non-executive Director James Miller retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers himself for re-election at the 2026 Annual Meeting.

The Board unanimously supports the re-election of James Miller and recommends that shareholders vote in favour of Resolution 3.

Term of office: Appointed 1 June 2023 and last re-elected at the 2023 Annual Meeting

Board committees: Audit, Finance and Risk Committee (Chair), Governance and Nominations Committee (member)

Qualifications: BCOM, AMP HBS, CFINSTD

Biography: James joined the Board on 1 June 2023. He has extensive knowledge in both audit and risk and financial markets, and is the Chair of Channel Infrastructure, deputy Chair of Fletcher Building and a director of Vista Group. James was also previously Chair of NZX and a director of the Financial Markets Authority.

Independence: James Miller is considered by the Board to be independent.

Resolution 4: Re-election of Director Hamish Rumbold, Independent Director



Non-executive Director Hamish Rumbold was appointed by the Board with effect from 1 May 2026. Hamish Rumbold accordingly retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers himself for re-election at the 2026 Annual Meeting.

The Board unanimously supports the re-election of Hamish Rumbold and recommends that shareholders vote in favour of Resolution 4.

Term of office: Appointed 1 May 2026

Board committees: People, Safety and Remuneration Committee (member), Clinical Governance Committee (member)

Qualifications: BCOM, BPROP, GAICD

Biography: Hamish was appointed by the Board, effective 1 May 2026, following a comprehensive selection process. Based in Auckland, Hamish currently serves as a non-executive director for The Warehouse Group, House of Travel Holdings, Livestock Improvement Corporation and Perigee HoldCo Limited (trading as OrbitRemit). Hamish brings deep local and international leadership expertise in customer experience, business transformation and driving value through the use of digital, data and technology. Hamish was previously the Chief Digital and Technology Officer at Kiwibank, the CEO of ClearPoint and the General Manager of Customer Value at Air New Zealand.

Independence: Hamish Rumbold is considered by the Board to be independent.

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 Proxy Voting Form with you to the meeting (enclosed with the notice) to assist with your registration. There are no voting restrictions placed on the Resolutions.

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: www.virtualmeeting.co.nz/rym26

Shareholders attending virtually will require their CSN/Holder Number (NZX Register holders) or HIN/SRN (ASX Register holders) 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 800 220 (NZ) or 1800 990 363 (AU).

More information regarding virtual attendance including how to vote and ask questions is available in the Virtual Meeting Guide https://mail.cm.mpms.mufg.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 Friday, 24 July 2026, 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 1–4. If, in appointing your proxy, you do not name a person as your proxy (either online or on your Proxy Voting 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 Proxy Voting Form.

Online proxy voting

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting vote.cm.mpms.mufig.com/RYM

- **NZX Register holders**
You will need to enter your CSN/Holder Number and Authorisation Code (FIN) to securely complete your proxy appointment.
- **ASX Register holders**
You will need to enter your Holder Number and postcode to securely complete your proxy appointment.

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 Sunday, 26 July 2026.

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:

- **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 Proxy Voting Form and returning it to MUFG Pension & Market Services, or online by going to vote at vote.cm.mpms.mufig.com/RYM. After completing the online validation process choose 'Questions'. Shareholder questions will need to be submitted by 10.00 am (NZT) Sunday, 26 July 2026.
- **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.