



Notice of 2026 Annual Meeting

Heartland Group Holdings Limited (Heartland) invites you, our shareholders, to join us at our hybrid annual meeting (Annual Meeting).



Dear Shareholders,

On behalf of Heartland's board of directors (**Board**), I am pleased to invite you to Heartland's 2026 Annual Meeting which will be held online at virtualmeeting.co.nz/hgh26 and in person at Akarana, Auckland, New Zealand on Friday 13 November 2026, commencing at 10.00am (NZDT).

At this year's Annual Meeting, we will discuss Heartland's performance for the financial year ended 30 June 2026, strategy, and plans for growth for the year ahead.

I will be retiring by rotation and standing for re-election by shareholders at the Annual Meeting. The Board unanimously supports my re-election.

You can read more in the Explanatory notes to the Notice of Meeting.

Shareholders will also be asked to vote on the Board's authority to fix the auditor's remuneration.

If you are unable to attend the Annual Meeting either in person or online, I encourage you to cast a postal vote or appoint a proxy to attend and vote at the Annual Meeting on your behalf. Your personalised voting form accompanies this Notice of Meeting.

For those shareholders who are attending the Annual Meeting in person, please bring the enclosed voting form with you to assist with your registration.

You are invited to join the Board and senior management for light refreshments at the conclusion of the meeting.

On behalf of the Board,

A handwritten signature in black ink, appearing to be 'Greg Tomlinson', written over a horizontal line.

Greg Tomlinson
Chair of the Board

Agenda for the Annual Meeting

- A. Chair's welcome and address
- B. Chief Executive Officer's address
- C. NZ Bank Chief Executive Officer's address
- D. AU Bank Chief Executive Officer's address
- E. Shareholder discussion
- F. Formal business

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

Resolution 1: Re-election of Greg Tomlinson

That Greg Tomlinson, who retires and is eligible for re-election, be re-elected as a director of Heartland.

Resolution 2: Auditor's remuneration

That the Board be authorised to fix the remuneration of Heartland's auditor, PwC, for the financial year ending 30 June 2027.

Resolutions 1 and 2 are ordinary resolutions, each requiring approval by a majority (being more than 50%) of the votes of those Heartland shareholders entitled to vote and voting.

A brief description of each resolution is included in the Explanatory notes. The Board unanimously supports each resolution.

Explanatory notes

Resolution 1: Re-election of Greg Tomlinson (Chair and Non-Independent Non-Executive Director)

Heartland's constitution and the NZX Listing Rules prohibit a director from holding office (without re-election) for more than three years or three annual meetings, whichever is longer. If a director is eligible, they may offer themselves for re-election by shareholders at the meeting.

Having been elected by Heartland shareholders at Heartland's 2023 Annual Meeting on 9 November 2023, Greg Tomlinson retires at the Annual Meeting and, being eligible, offers himself for re-election by shareholders.

For the purposes of the NZX Listing Rules, the Board has determined that Greg Tomlinson is a Non-Independent Director as he has a beneficial interest in the 83,335,936 Heartland shares (a 8.81% shareholding) held by Tomlinson Group HGH Limited, which is currently Heartland's largest shareholder.

A brief biography of Greg Tomlinson is set out below, together with a list of his current directorships.

Biography



*Greg Tomlinson
AME
Chair and Non-Independent Non-Executive Director*

Greg was appointed on 31 October 2018. He is a member of Heartland's Audit and Risk Committee, and Corporate Governance, People, Remuneration and Nominations Committee.

Greg is a Christchurch-based businessman and investor with 40 years' experience owning, managing and building businesses. He established Tomlinson Group Holdings which has active investments in the aged care, animal pharmaceutical, finance and wine sectors.

Greg is a director of several public and private companies, including Oceania Healthcare, Argenta, and is Chair of Indevin Group. For a full list of Greg's directorships, please refer to page 99 of Heartland's 2026 Annual Report.

Greg and his wife Jill support a variety of charities in New Zealand and abroad.

Resolution 2: Auditor's remuneration

PwC will be automatically reappointed as Heartland's auditor under section 207T of the Companies Act 1993. It is proposed that the Board be authorised to fix PwC's remuneration for the year ending 30 June 2027 in accordance with section 207S of the Companies Act 1993.

Procedural notes

Voting

Each shareholder will be entitled to one vote for every share held as at 5.00pm (NZDT) on Wednesday 11 November 2026.

Your right to vote may be exercised by:

- attending the meeting and voting in person
- attending the online meeting and voting online
- submitting a postal vote
- appointing a proxy (or representative) to attend the meeting and vote on your behalf (**Proxy**).

If you are attending the meeting in person, please bring the enclosed voting form that will act as your admission card to the meeting.

How to submit a postal vote or appoint a Proxy

If you are not able to attend the Annual Meeting, either in person or online, but wish to submit a postal vote or appoint a Proxy to attend the online meeting and vote on your behalf, you can:

- lodge your postal vote or appoint a Proxy online at vote.cm.mpms.mufig.com/HGH. You will be required to enter your CSN/Holder Number and Authorisation Code (**FIN**) (New Zealand Register) or HIN/SRN and postcode (Australian Register). If you do not have a FIN number, please contact MUFG Pension & Market Services at +64 9 375 5998 or enquiries.nz@cm.mpms.mufig.com
- complete and return the enclosed voting form in accordance with the instructions on the voting form.

A Proxy need not be a shareholder of Heartland. If you wish, you may appoint the Chair of the meeting as your Proxy. To do so, please write "Chair of the meeting" in the relevant section of the voting form. The Chair will vote according to your instructions.

If the Chair is not instructed how to vote, the Chair intends to vote in favour of each of the resolutions.

For your vote or Proxy to be effective, your completed voting form must be received by MUFG Pension & Market Services, or your postal vote or your Proxy appointment lodged online, by no later than **10.00am NZDT on Wednesday 11 November 2026**.

Shareholder questions prior to the Annual Meeting

Shareholders are encouraged to submit questions in advance of the Annual Meeting. Shareholders present at the Annual Meeting, whether in person or online, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting in person or online, but would like to ask a question, you can submit a question by going to vote.cm.mpms.mufig.com/HGH or emailing your Proxy Form with your question to enquiries.nz@cm.mpms.mufig.com (please put the words "Heartland Group Holdings Proxy Form" in the subject line to enable easy identification). Shareholder questions will need to be submitted by **10.00am NZDT on Wednesday 11 November 2026**. Questions should relate to matters being addressed at the Annual Meeting.

How to attend the online meeting

To attend the online meeting, please go to virtualmeeting.co.nz/hgh26. Shareholders attending online will be able to vote during the Annual Meeting. **Shareholders who will be attending the online meeting and wish to ask a question are encouraged to submit their question(s) prior to the Annual Meeting in accordance with the instructions below.** More information regarding virtual attendance at the Annual Meeting (including how to vote during the meeting) is available in the Virtual Meeting Guide available at mail.cm.mpms.mufig.com/MUFG/MUFG_VirtualMeetingGuide.pdf.

Venue and parking information

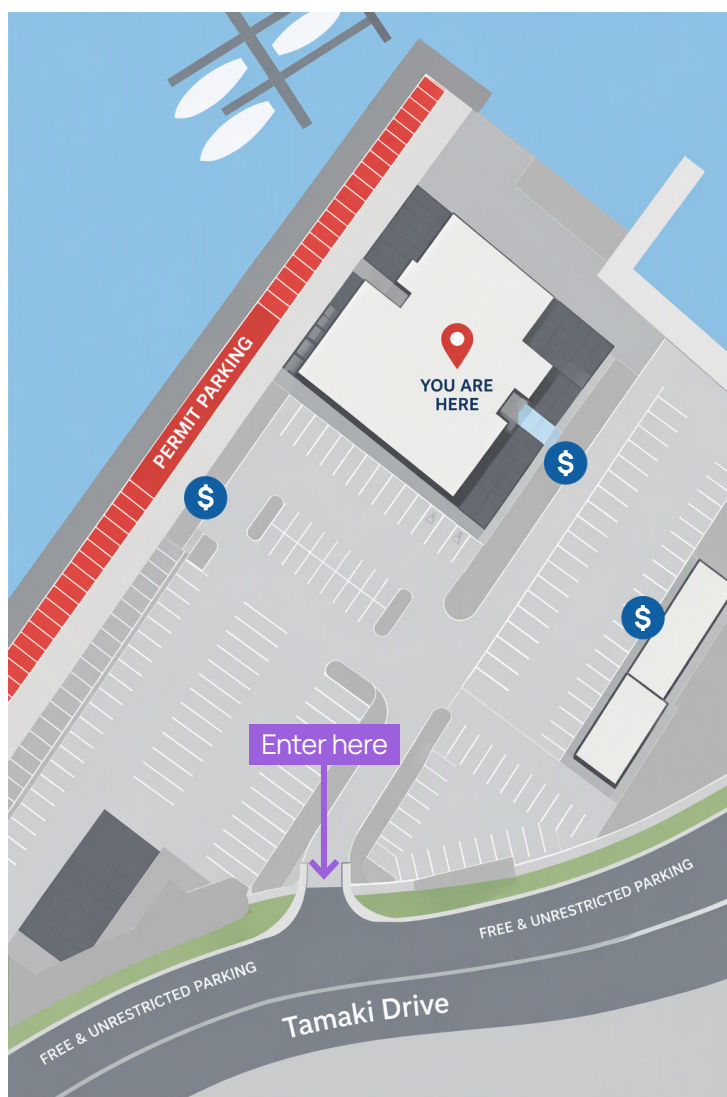
The physical meeting is being held in the **Te Kawau Room** at:

Akarana, 8-10 Tamaki Drive, Okahu Bay, Auckland 1071

Limited paid parking is available at the venue.

Free parking is available on Tamaki Drive.

For more information about parking and getting to the venue, visit akarana.co.nz/contact



 Pay to park  Free street parking

HEARTLAND

GROUP

heartlandgroup.info