

20 September 2023

NZX/ASX Code: EBO

Notice of Annual Meeting and Proxy Form

Please see attached the 2023 Notice of Annual Meeting, Proxy Form and Virtual Meeting Guide.

Authorised for lodgement with NZX and ASX by the Board of Directors of EBOS Group Limited.

Contact:

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General Counsel

EBOS Group Limited

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Notice of Annual Meeting 2023

Notice is given that the annual meeting of shareholders of EBOS Group Limited (the Company) (Annual Meeting) will be held as a hybrid meeting at the Park Hyatt Auckland, 99 Halsey Street, Auckland, New Zealand and online via the Computershare Meeting Platform at <https://meetnow.global/nz> on Tuesday, 24 October 2023, commencing at 2pm New Zealand time. Further details of how to participate 'virtually' are in the Virtual Meeting Guide which accompanies this Notice of Annual Meeting.

General Business

- 1 To consider and receive the annual report and the financial statements for the year ended 30 June 2023 and the audit report thereon.

To consider and if thought fit, pass the following ordinary resolutions 1, 2 and 3:

2 Resolution 1 – Election of Director

It is resolved that Julie Tay be elected as a director of the Company.

3 Resolution 2 – Non-executive director remuneration

It is resolved that, pursuant to NZX Listing Rule 2.11.1 and ASX Listing Rule 10.17, the total remuneration for non-executive directors be increased by \$78,250 from \$1,565,000 per annum to \$1,643,250 per annum with effect from 1 July 2023.

4 Resolution 3 – Auditor's remuneration

It is resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company.

- 5 To consider any other business that can be properly brought before the meeting.

Please see explanatory notes for further information regarding Resolutions 1, 2 and 3.

By Order of the Board



Elizabeth Coutts
Chair

Explanatory Notes

Resolution 1

Election of Director – Julie Tay

Julie Tay was appointed as a director by the Board to fill a casual vacancy effective 15 May 2023.

Ms Tay joins EBOS with over 30 years' experience in international executive and non-executive roles across consumer healthcare, medical devices and digital healthcare.

Ms Tay is currently a director of Sonova Holdings, a global hearing care solutions company, headquartered in Switzerland and listed on the Swiss stock exchange.

During her executive career, Ms Tay was most recently Senior Vice President and Managing Director, Asia Pacific for Align Technology, which is a global medical device company focused on the orthodontic and dental markets. In this role she launched Align Technology in Asia and, over nine years, established the company's primary product, Invisalign, as a leading brand across 14 markets. During this time, Ms Tay was also a member of the global Executive Management Committee for Align Technology.

Prior to this time, Ms Tay was regional head of Bayer Healthcare (Diabetes Care) in Asia Pacific and also previously held senior executive roles in Asia at Johnson Diversey and Johnson & Johnson.

Ms Tay holds a Bachelor of Psychology and Political Science from the National University of Singapore and an MBA from Curtin University in Perth. Ms Tay has also completed the International Directors Program at INSEAD.

The proposed election of Ms Tay is consistent with EBOS' Board succession planning previously announced. EBOS has appointed three new directors within the last two years with a diverse mix of skills. The Board considers Ms Tay is an Independent Director as referred to in the NZX Listing Rules. Ms Tay resides in Singapore.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Ms Tay retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers herself for election.

Director retirements

On 23 August 2023, the Company announced that Sarah Ottrey and Stuart McGregor will retire as Directors with effect from the end of the Annual Meeting. Accordingly, no Directors, other than Ms Tay, are required to offer themselves for election or re-election at the Annual Meeting.

Resolution 2

Non-executive director remuneration

This resolution is put to shareholders in accordance with NZX Listing Rule 2.11.1 and ASX Listing Rule 10.17 and relates to the maximum aggregate fees payable to all non-executive directors. At present the maximum fee pool for non-executive directors is \$1,565,000 per annum, as approved by shareholders at the Company's annual meeting on 19 October 2021. That fee increase in 2021 was to bring non-executive directors fees in line with market rates (as they then were), following an independent report prepared by KPMG Australia which noted that EBOS' fee pool was, at the time of that report, positioned at the 28th percentile of the comparator group used in that report. It is proposed to increase this amount by \$78,250 per annum, being a 5% increase across all Board roles and the special exertion fee pool.

The increase proposed is broken down as follows:

- a \$16,800 or 5% increase to the Chair fee and a \$8,400 or 5% increase to the director fee;
- increases to Board committee (**Committee**) fees, per the following amounts and percentages:
 - > a \$2,000 or 5% increase to the Chair of Audit & Risk Committee fee;
 - > a \$1,000 or 5% increase for Member of Audit & Risk Committee fees;
 - > a \$1,650 or 5% increase to the Chair of Remuneration Committee fee;
 - > a \$825 or 5% increase for Member of Remuneration Committee fees; and
 - > a \$3,750 or 5% increase to the pool for special exertion fees, payable for project work undertaken by directors outside of the normal workload for the Board and Committees.

The Company is seeking the approval of shareholders to increase the maximum fee pool for non-executive directors for the following reasons:

- **the Company has experienced significant growth and robust financial performance since the director fee pool was last approved by shareholders in 2021.**

In FY2023, EBOS recorded revenue of A\$12.2 billion and underlying NPAT of A\$281.8 million, which is 33.0% and 49.78% higher respectively than recorded in FY2021. The Company's operations continue to grow in size and complexity particularly as a result of the acquisition of LifeHealthcare which completed in May 2022, with EBOS operating across Australia and New Zealand and a number of jurisdictions in Southeast Asia. As a consequence of this, and other factors such as extensive compliance and governance requirements, there continues to be a significant workload for directors (including an increase in the workload for each Committee). The directors continue to attend a number of out of cycle meetings, in addition to the scheduled meetings for the Board and each Committee (for example, there was a total of 13 regular and out of cycle Board meetings in the financial year ended 30 June 2023);

- **to ensure that the Company will be able to offer competitive fees to attract and retain non-executive directors of a high calibre from New Zealand, Australia and internationally.** The Group's operations are primarily in Australia and in order to attract directors that are Australian-based, or that have significant Australian experience, the Group must offer fees that are competitive in that market. In addition, since the last increase to the director fee pool, the Group has expanded its operations into a number of South East Asian countries following the LifeHealthcare acquisition. The Board considers that it is important to set fees that are attractive to suitably qualified candidates that are based in that region or that have significant experience in that region.

The Board considers, in light of the above factors, that the proposed increased fees pool is reasonable and reflective of market conditions.

The table below sets out the director and Committee fees expressed on a per annum basis as at 30 June 2023, the expected fee allocations should the increase in the fee pool be approved, and the amount of the increase proposed.

Officer	30 June 2023	Post shareholder approval	Amount of proposed increase
Chair	\$336,000	\$352,800	\$16,800
Director (other than Chair)	\$168,000	\$176,400	\$8,400
Chair of Audit & Risk Committee	\$40,000	\$42,000	\$2,000
Chair of Remuneration Committee	\$33,000	\$34,650	\$1,650
Member of Audit & Risk Committee	\$20,000	\$21,000	\$1,000
Member of Remuneration Committee	\$16,500	\$17,325	\$825
Special Exertion fee pool	\$75,000	\$78,750	\$3,750

All amounts expressed in New Zealand dollars. The amounts are inclusive of superannuation contributions (if applicable).

As per current practice, any fees paid out of the special exertion fee pool will be clearly reported each year (including the rationale for all payments out of the special exertion fee pool).

Independent benchmarking process

The Board remains committed to setting non-executive director fees in a transparent manner.

It appointed KPMG Australia during 2023 to prepare an independent report to benchmark director fees against a comparator group, a summary of which can be found at: <https://www.ebosgroup.com/kpmg-report>. In summary, KPMG found:

- the fee pool is positioned at the 13th percentile of the comparator group and that an increase of 5 to 7% would position EBOS between the 16th and 24th percentiles respectively, which would facilitate a modest increase in fees;
- the Chair fee is positioned at the 15th percentile (exclusive of any committee fees) and the 26th percentile (inclusive of any committee fees) of the comparator group and that an increase of between 5 and 7% of the Chair fee (exclusive of committee fees) would position the Board Chair fee between the 19th and 20th percentiles, which would appear reasonable;
- the base director fee is positioned at the 31st percentile of the comparator group and that a 5% increase would appear reasonable, positioning the fee at the 37th percentile;
- the Audit & Risk Committee Chair and member fees are positioned at the 32nd and 43rd percentiles of the comparator group respectively. A 5 to 7% increase to the Chair fee would position EBOS between the 35th and 40th percentile respectively. While the member fee is

competitive, a 5% increase would still position the fees below the median at the 47th percentile; and

- the Remuneration Committee Chair and member fees are positioned at the 29th and 25th percentiles of the comparator group respectively. A 5 to 7% increase to the fees for the Chair and members of the Remuneration Committee would position the Chair fee between the 30th and 31st percentiles and the member fee between the 27th and 30th percentiles respectively, and would appear reasonable.

Listing Rules notes

No securities have been issued to any non-executive director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

Under NZX Listing Rule 6.3.1, the non-executive directors (being all of the current directors of the Company) and their Associated Persons (as that term is defined in the NZX Listing Rules) are precluded from voting in respect of this Resolution. This does not however prevent a non-executive director who has been appointed as a proxy or a voting representative by another person who is not disqualified from voting, or an Associated Person of a non-executive director, from voting in respect of the shares held by that other person in accordance with the express instructions of that other person.

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of: (i) the directors; and (ii) an associate (as that term is defined in the ASX Listing Rules) of any of the directors. However this does not apply to a vote cast in favour of Resolution 2 by: (i) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that

way; (ii) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

Auditor's remuneration

A formal request for proposal process was recently completed in August 2023 for the provision of external audit services to EBOS for the financial years ending 30 June 2024-2026. After conducting the audit tender process, which invited audit proposals from the four major accounting firms, the Board determined that Deloitte should be retained as the Group's external auditor.

Deloitte is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993. Pursuant to section 207S of the Companies Act 1993, this resolution authorises the directors to fix the fees and expenses of the auditor.

Attendance

All shareholders are entitled to attend and (subject to the exceptions described under Resolution 2 'Listing Rules notes' above) vote at the meeting or to appoint a proxy, attorney or representative (in the case of a corporate shareholder) to attend and vote on their behalf.

Voting

Voting on all resolutions put before this Annual Meeting will be by poll. Results of voting will be available after the conclusion of the Annual Meeting and will be notified on NZX and ASX.

If you are attending at the Park Hyatt in Auckland, you may vote using a voting card provided to you at the meeting or via the Computershare Meeting Platform.

All resolutions are to be voted on as ordinary resolutions, meaning that they require approval by a simple majority of the votes of those shareholders entitled to vote and voting on the question.

Proxies

The appointment of a proxy must be made online at www.investorvote.co.nz or, if you complete the accompanying proxy form enclosed with this notice in accordance with the instructions set out in the form, received by Computershare by no later than 2pm (New Zealand time), Sunday 22 October 2023.

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chair of the Annual Meeting is willing to act as a proxy for any shareholder who appoints that person for that purpose. To do this, enter "the Chair" or the name of your proxy in the space allocated in "Step 1" of the form. Alternatively you can appoint a proxy online at www.investorvote.co.nz. An appointed proxy need not be a shareholder of the Company.

If in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form), or your named proxy does not attend the meeting, the Chair of the Annual Meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chair will vote undirected (discretionary) proxies. Subject to the voting restrictions set out earlier in this notice of meeting (with respect to resolution 2), the Chair will vote all undirected proxies in favour of the resolutions.

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information		
Control Number:	CSN/Securityholder Number:	
PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.		
For your proxy to be effective it must be received by 2:00pm on Sunday, 22 October 2023.		

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Hybrid meeting

The hybrid meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide that accompanies the Notice of Meeting. If you appoint a proxy to cast your vote, you are still able to attend the Annual Meeting via the Computershare Meeting Services web platform, however, you will not be able to cast your votes held by your proxy.

Appointment of Proxy

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chair of the Annual Meeting is willing to act as a proxy for any shareholder who appoints that person for that purpose. To do this, enter 'the Chair' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz. An appointed proxy need not be a shareholder of the Company.

If in appointing your proxy, you do not name a person as your proxy (either online or on this Proxy Form), or your named proxy does not attend the meeting, the Chair of the Annual Meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chair will vote undirected (discretionary) proxies. Subject to the voting restrictions set out in the notice of meeting (with respect to resolution 2), the Chair will vote all undirected proxies in favour of the resolutions.

Voting of your Holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business.

If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.

Companies

This form must be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments and questions

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of EBOS Group Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

or failing him/her, or if no person is named, the Chair of the Annual Meeting

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Shareholders of EBOS Group Limited to be held at the Park Hyatt Auckland, 99 Halsey Street, Auckland, New Zealand and online via the Computershare Meeting Platform at <https://meetnow.global/nz> on Tuesday, 24 October 2023, commencing at 2:00pm New Zealand time** and at any adjournment of that meeting.

STEP 2

Items of Business – Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Ordinary Resolution

	For	Against	Proxy Discretion	Abstain
1. It is resolved that Julie Tay be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. It is resolved that, pursuant to NZX Listing Rule 2.11.1 and ASX Listing Rule 10.17, the total remuneration for non-executive directors be increased by \$78,250 from \$1,565,000 per annum to \$1,643,250 per annum with effect from 1 July 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. It is resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission via the Computershare Meeting Services web platform.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN

Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Shareholders of EBOS Group Limited to be held at the Park Hyatt Auckland, 99 Halsey Street, Auckland, New Zealand and online via the Computershare Meeting Platform at <https://meetnow.global/nz> on Tuesday, 24 October 2023, commencing at 2:00pm New Zealand time.

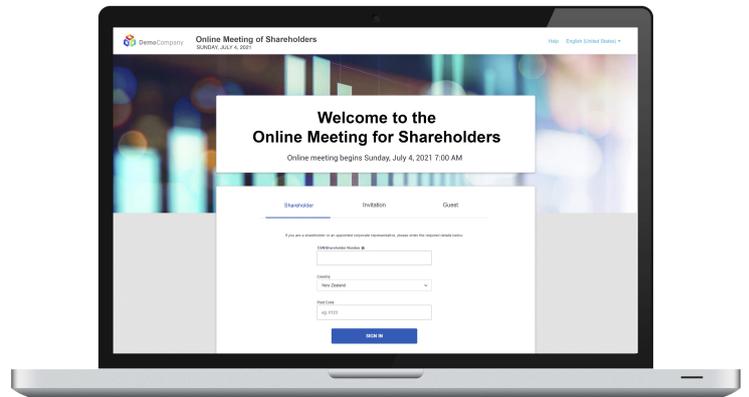
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Visit <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.