

ABANO HEALTHCARE GROUP LIMITED

# NOTICE OF 2020 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2020 Annual Meeting of Shareholders of Abano Healthcare Group Limited (the 'Company' or 'Abano') will be held on **Wednesday 18 November, commencing at 10.00am.**

## Venue

Pakuranga Hunt Room, Ellerslie Event Centre,  
80-100 Ascot Avenue, Ellerslie, Auckland

## Online

[www.web.lumiagm.com](http://www.web.lumiagm.com)  
Meeting ID 379-691-473

Abano may hold the Annual Meeting as an online-only meeting if the Company considers it necessary or desirable to do so to comply with any applicable legal restrictions, or for health and safety reasons, associated with the COVID-19 pandemic or otherwise. If Abano exercises its discretion to hold an online-only meeting, Abano will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and on Abano's website.

Dear Shareholder

We look forward to welcoming you to the Abano Healthcare Group Limited 2020 Annual Shareholders' Meeting.

We acknowledge the importance of allowing our shareholders to meet with your directors face to face, but given the uncertainty of the COVID-19 environment, are also providing shareholders with the opportunity to participate in the Meeting online.

Our business has been significantly impacted by COVID-19. However, we are making a strong recovery assisted by initiatives rolled out over the last year.

The Meeting will be an opportunity for you to hear about our progress, discuss any questions you may have about our Company and our performance and vote on resolutions.

Included with this Notice of Meeting are details on how to attend the Meeting online.

If you are unable to attend, we encourage you to complete and lodge a proxy vote, either online or by returning your proxy form in accordance with the instructions on that form.



**Pip Dunphy**

Chair, Abano Healthcare Group Limited

## AGENDA

1. CHAIRMAN AND MANAGEMENT PRESENTATIONS
2. SHAREHOLDER DISCUSSION
3. RESOLUTIONS

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

### **RESOLUTION 1**

To record the reappointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditor's remuneration.

### **RESOLUTION 2**

That Mike Schubert, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

### **RESOLUTION 3**

That Pip Dunphy, who retires as a Director and, being eligible, offers herself for re-election by shareholders, be re-elected as a Director of the Company.

### **RESOLUTION 4**

That Murray Boyte, who retires as a Director and, being eligible, offers himself for re-election by shareholders, be re-elected as a Director of the Company.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting.

4. OTHER BUSINESS

Given the ongoing uncertainty around COVID-19, and to ensure the health and safety of shareholders and other attendees, there will be no catering at the Annual Meeting.

**By Order of the Board of Directors**



**Richard Keys**  
Authorised Officer

13 October 2020

## EXPLANATORY NOTES

### RESOLUTION 1

#### FIX THE REMUNERATION OF THE AUDITOR

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed at the Annual Meeting as auditor of the Company. The resolution authorises the Board to fix the remuneration of PricewaterhouseCoopers as the Company's auditor.

### RESOLUTION 2

#### ELECTION OF MIKE SCHUBERT AS A DIRECTOR

Abano regularly reviews Board membership and has a succession plan to ensure the appropriate skills, capabilities, experience and knowledge are in place to provide effective oversight of Abano's strategy and growth.

With Mike Allen stepping down from the Board in June 2020, Mike Schubert was appointed as a Director of the Company on 21 May 2020. Under the NZX Listing Rules, a director appointed by the Board must not hold office (without re-election) past the first annual meeting following appointment. Accordingly, Mike is standing for election by shareholders at the Meeting. The Board has determined that Mike is an Independent Director and unanimously supports his election.

#### MIKE SCHUBERT

BCom, CA

##### Term of Office

Appointed 21 May 2020

##### Board Responsibilities

Independent Director

Chair of the Risk Assurance and Audit Committee

Mike has broad commercial experience across a number of industries, including extensive experience in the financial services industry. He was a Partner at PwC New Zealand for 28 years in assurance and corporate finance, including being the Audit Partner for Abano for the five year period ended in 2014. Following PwC, Mike held positions as CEO of a national law firm, Minter Ellison, and as acting CEO of healthAlliance. His governance experience includes directorships of a number of companies, including as chair of the audit and risk committees. He is currently Chair of the FMA's Advisory Auditor Oversight Committee and holds governance roles with several healthcare and private companies.

### RESOLUTIONS 3 AND 4

#### RE-ELECTION OF DIRECTORS

In accordance with the NZX Listing Rules, a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.

Therefore, Pip Dunphy and Murray Boyte both retire at the conclusion of the Annual Meeting and are standing for re-election by shareholders. The Board has determined that Pip and Murray are Independent Directors and unanimously supports their re-elections.

#### PIP DUNPHY

BHortSci, CFA, CMIInstD

##### Term of Office

Appointed 25 September 2012

##### Board Responsibilities

Chair, Independent Director

Member of the Risk Assurance and Audit Committee and Governance and Remuneration Committee

Pip Dunphy is an experienced company director with a breadth of experience across a diverse range of industries. Her current portfolio of governance roles includes chair of Transpower and director of Fonterra Shareholders Fund. She has worked in the New Zealand financial markets for over 20 years, including in the areas of capital raising and risk management.

#### MURRAY BOYTE

BCA, CMIInstD, CA, MAICD

##### Term of Office

Appointed 26 February 2015

##### Board Responsibilities

Deputy Chair, Independent Director

Member of the Governance & Remuneration Committee

Murray Boyte resides in Australia and has extensive operating and strategic experience in the trans-Tasman business market, as well as a sound understanding of the Australian and New Zealand investment markets and regulatory frameworks. He provides the Board with an in-market resource and expertise. Murray's current governance roles include executive chair of Eureka Group Holdings and a director of Hillgrove Resources and National Tyre & Wheel.

## PROCEDURAL NOTES

### SCHEME MEETING AND INTENTION TO ADJOURN

Abano intends to hold a special meeting of shareholders on the same day as the Annual Meeting, commencing at 11.00 am. The purpose of the special meeting will be for shareholders to consider and vote on the scheme of arrangement under which Adams NZ Bidco Limited proposes to acquire all of the shares in Abano. Abano will send shareholders a Scheme Booklet that will contain, amongst other things, a notice of meeting for that special meeting of shareholders.

If the Annual Meeting has not concluded before 11.00am, the chair of the Board will adjourn the Annual Meeting to allow the special meeting to proceed on time. The Annual Meeting will then reconvene at the same place as soon as practicable after the special meeting has concluded. No notice will be given of the adjourned meeting. The only business that can be transacted at the adjourned meeting will be the unfinished business from the original meeting.

### ONLINE MEETING

Abano will hold the Annual Meeting at the Ellerslie Event Centre and online at [www.web.lumiagm.com](http://www.web.lumiagm.com) - Meeting ID 379-691-473.

Shareholders attending and participating in the Meeting online will be able to view the presentations, vote on the resolutions to be put to shareholders and submit questions, by using their own computers or mobile devices.

If you are a shareholder who attends the Meeting online, you will require the Meeting ID as well as your Username (CSN or Holder Number which can be found on your proxy form), and your postcode for verification purposes.

The online Meeting will be accessible on both desktop and mobile devices. In order to participate remotely, you will need to visit [www.web.lumiagm.com](http://www.web.lumiagm.com) on your desktop or mobile device. Ensure that your browser is compatible – Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Further details of how to participate 'virtually' in the online Meeting are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the online meeting.

Shareholders are encouraged to review this guide before seeking to access the online Meeting.

Abano may hold the Annual Meeting as an online-only meeting if the Company considers it necessary or desirable to do so to comply with any applicable legal restrictions, or for health and safety reasons, whether associated with the COVID-19 pandemic or otherwise.

### PHYSICAL ATTENDANCE AT THE MEETING

At the date of this Notice of Meeting, Abano intends to hold the Annual Meeting physically at the Ellerslie Event Centre and online as set out above under "Online Meeting". However, Abano may, at its sole discretion, hold the Annual Meeting as an online-only meeting if Abano considers it necessary or desirable to do so to comply with any applicable legal restrictions, or for health and safety reasons, associated with the COVID-19 pandemic or otherwise.

If Abano exercises its discretion to hold an online-only meeting, Abano will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and on Abano's website. If the Scheme Meeting is held on an online-only basis, you may only attend the Annual Meeting on the basis set out above under "Online Meeting".

If the Annual Meeting is held both online and at a physical location, then Abano may, in its sole discretion, refuse to permit any shareholder, proxy, representative or other person to physically attend the Annual Meeting if Abano considers it necessary or desirable to do so to comply with any applicable legal restrictions, or for health and safety reasons, associated with the COVID-19 pandemic or otherwise. If you are refused physical access to the Annual Meeting, you will still be able to attend the Annual Meeting online as set out above under "Online Meeting".

### ENTITLEMENT TO VOTE

The only persons entitled to vote at the Annual Meeting are registered shareholders of the Company at **5.00pm on Monday 16 November 2020** and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting in person or by proxy.

### PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder who is entitled to vote at the Annual Meeting may appoint a proxy (or in the case of a corporate shareholder, a representative) to attend and vote on their behalf. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Meeting, or another person, to act as proxy.

## PROCEDURAL NOTES CONTINUED

A shareholder wishing to appoint a proxy can do so by:

- completing the enclosed Proxy/Voting Form and returning it by mail or fax to Computershare Investor Services Limited (Computershare); or
- appointing a proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz) in accordance with the instructions set out in the enclosed Proxy/Voting Form,

so as to ensure it is received by **10.00am on Monday 16 November 2020** (being 48 hours before the time for holding the Annual Meeting).

If you appoint a proxy and then attend and vote at the Meeting online, your proxy will be automatically revoked. If you appoint a proxy and then attend the Meeting in person, you may revoke your proxy by registering at the Meeting and voting. The address details for Computershare are: Private Bag 92119, Auckland, 1142. Fax +64 9 488 8787 or email [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as s/he sees fit. If you wish to give your proxy discretion, you must mark the appropriate boxes to grant your proxy that discretion. If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your instruction will be to abstain. If you mark more than one box on a resolution, your vote will be invalid on that resolution.

If, in appointing a proxy, you do not name a person as your proxy (either online or on the Proxy/Voting Form that is lodged with Computershare) or your named proxy does not attend the Annual Meeting, the Chairman of the Meeting will be your proxy and may only vote in accordance with your express direction.

The Chairman of the Meeting and the Directors intend to vote proxies granted to them and marked 'Proxy Discretion' in favour of the resolutions.

Please see the Proxy/Voting Form for further details and instructions.

## RESOLUTIONS

Resolutions 1 to 4 are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on each resolution.

## QUESTIONS

The Company offers a facility for shareholders to submit questions to the Board in advance of the Annual Meeting.

Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of the Company, and questions which relate to the resolutions.

The Company has the discretion as to which of these questions will be addressed at the Annual Meeting.

Please submit questions by email to: [enquiries@abanohealthcare.co.nz](mailto:enquiries@abanohealthcare.co.nz), by **4.00pm on Friday 13 November 2020**. Please write 'Questions from Shareholders' in the subject line of the email. There will also be the opportunity for shareholders to ask questions at the Annual Meeting.

## PRESENTATIONS

The Chairman and Management presentations from the 2020 Annual Meeting will be released to the NZX and published on the Company website at the link set out below.

A summary of the proceedings will be available as soon as practicable following the close of the Annual Meeting on the Company website <https://www.abano.co.nz/investor-information/shareholder-meetings/>.

## SHAREHOLDER REPORTS

A copy of Abano's latest Annual Report for the year ended 31 May 2020 is publicly available, and copies of future Shareholder Reports will be available, on the Company website at <https://www.abano.co.nz/investor-information/shareholder-reports/>.

