

**NOTICE OF ANNUAL MEETING**

Notice is hereby given that the 2016 Annual Meeting of Shareholders of Green Cross Health Limited (“the Company”) will be held at the Ellerslie Event Centre 80 Ascot Avenue Greenlane Auckland on Tuesday, 2<sup>nd</sup> August 2016 at 2.30 pm.

**BUSINESS:**

To receive and consider the annual report, including the financial statements for the year ended 31 March 2016 and the report of the auditors thereon.

1. To re-elect and elect directors.

In accordance with Clause 11.6 of the Company’s Constitution Messrs’ Ken Orr and Keith Rushbrook retire by rotation and, being eligible for re-election, offer themselves for re-elected as directors of the Company.

Dr Tony Edwards, who was appointed by the Directors to the Board of the Company since the last Annual Meeting, retires in accordance with Clause 11.5 of the Company’s Constitution and being eligible, offers himself for election, as a director of the Company.

2. To record the re-appointment of KPMG as auditor of the Company and to authorise the directors to fix the remuneration of the auditor for the ensuing year.

To consider any other matter that may be properly brought before the annual meeting.

**Proxies**

Any shareholder who is entitled to attend and vote at the meeting may instead appoint a proxy to attend and vote on their behalf. The Chairman of the Company is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chairman intends to vote any undirected proxies in favour of the resolutions.

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 complete a proxy form online at [www.investorvote.co.nz](http://www.investorvote.co.nz) you will need your CSN/security holder number and postcode to vote on line.

In either case, for your vote to be effective, it must be received not less than 48 hours before the time of holding the meeting.

**Note**

Biographical information relating the directors standing for re-election and election at the meeting can be found overleaf.

Afternoon Tea will be served at the conclusion of the meeting.

Dated: June 2016

For and on behalf of the Board



Jim Greenwood  
Company Secretary

## Ken Orr, Independent Director

Ken Orr has had over 25 years as a community pharmacist and is currently a partner in a group of pharmacies in Northland. Ken has been a director of Manaia Health PHO Limited since formation in 2003 and is currently President of the NZ Pharmacy Guild, which represents the business interests of community pharmacies.

Ken joined the Board in September 2009 as an alternate director and was appointed as an Independent Director of the Company in March 2012.

## Keith Rushbrook, Independent Director

Keith Rushbrook is a retired partner of the international accounting firm KPMG.

Keith is a Fellow Member of the Institute of Chartered Accountants and has been Chairman of its Audit Committee, Deputy Chairman of the Accounting Research and Standards Board, Chairman of the Working party that developed the Conceptual Framework for Financial Reporting in New Zealand and Chairman of Advanced Business Education Limited, a subsidiary of the Institute. He was also Manager of the Accounting Standards Review Board during the period of implementation of NZ IFRS.

He is a director of a number of companies including: Austins Food Design Events Limited, KC Securities Limited, and Putakeest Coast Limited. He is also Chairman of the Advisory Board of Development West Coast.

## Tony Edwards, Independent Director

Dr Tony Edwards is a founding director and shareholder of The Doctors Group, which originated in Napier in 1989. The Doctors Group became part of Radius Medical in 2005, which was in turn acquired by Green Cross Health (then Pharmacybrands) in 2011. The Doctors is the primary brand of medical centres for Green Cross Health Medical.

Tony has been a board member of Medical Centres within the group since 1989. He is currently chairman of Te Matau a Maui Health Trust which is the owner of Health Hawke's Bay Limited. He continues in his part time integrative Medical Practice at The Doctors Napier, where he is also the Managing Director.