



Vital.

Level 4 & 5, Tower B
49 Tory Street, Te Aro
PO Box 9345, Marion Square
Wellington / New Zealand

vital.co.nz

24 October 2023

Dear Shareholder

On behalf of the Board of Directors of Vital Limited, please find attached the notice of the upcoming Annual Meeting together with a proxy form.

NOTICE OF ANNUAL MEETING

Notice is given that the Annual Meeting of Vital Limited (the **Company** or **Vital**) will be held at the **Vital Office, Level 4, Tower B, 49 Tory Street, Te Aro, Wellington** and online at www.virtualmeeting.co.nz/vtl23 via the Link Market Services Virtual Annual Meeting platform, **on Tuesday 21st November 2023 at 10:00am** (New Zealand time).

Shareholders will be able to attend the meeting in person or online, vote and ask questions. Further information, including how to register for the Virtual AGM, vote and ask questions can be found at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

BUSINESS

Item 1	<p>ANNUAL REPORT</p> <p>To present the financial statements and the Auditors' Report for the year ended 30 June 2023.</p> <p>EXPLANATORY NOTE:</p> <p>Vital's 2023 Annual Report is available to view and download at https://vital.co.nz/investors/.</p>
Item 2	<p>ELECTION AND RE-ELECTION OF DIRECTORS (Resolutions 1 & 2)</p> <p><u>Resolution 1</u> To consider and if thought fit to pass the following ordinary resolution: <i>That Susan Freeman-Green, who retires and is eligible for election, be re-elected as a director of the Company.</i></p> <p><u>Resolution 2</u> To consider and if thought fit to pass the following ordinary resolution: <i>That James Sclater, who retires and is eligible for election, be re-elected as a director of the Company.</i></p>
Item 3	<p>REMUNERATION OF AUDITORS</p> <p>Resolution 3 To consider and if thought fit to pass the following ordinary resolution: <i>That the Directors be authorised to fix the fees and expenses of the Auditors of the Company for the financial year ending 30 June 2024.</i></p>

Item 4	GENERAL BUSINESS
--------	------------------

PROCEDURAL NOTES

An **ordinary resolution** is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. To appoint a proxy or representative the proxy form is enclosed must be received by Link Market Services Limited, no later than 48 hours before the time of holding the meeting i.e. before 10:00am on Sunday 19th November 2023.

If you wish to mail the Proxy Form then please send it to our Share Registrar, Link Market Services Limited, using the reply-paid envelope provided. Alternatively, New Zealand based shareholders may scan and email the completed Proxy Form to meetings@linkmarketservices.com.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit the Link Market Services Investor Centre at <http://investorcentre.linkmarketservices.co.nz/voting/VTL>. You will require your CSN/Holder number and Authorisation Code (FIN) to securely access the website. Follow the prompts to complete your proxy appointment and vote.

The Board appreciates your interest in Vital.

By Order of the Board of Vital Limited



Paul Kerr
Chief Financial Officer

DIRECTOR BIOGRAPHY

Susan Freeman-Greene

Susan is the Chief Executive of Local Government NZ. Prior to this she spent nearly six years as Chief Executive of Engineering New Zealand (formerly IPENZ). There she led a transformation agenda to bring engineering to life to grow the influence, credibility, and recognition of the profession. Prior to this, Susan was Chief Executive of the Broadcasting Standards Authority. She has had over 25 years' experience across the public and private sector as a lawyer and a mediator. Susan is also a Board member of Tāwhiri, the creative force behind the NZ Festival of the Arts.

James Sclater

James is a professional company director and trustee acting for a number of companies and investment trusts including Salus Aviation and Damar Industries. James is a chartered accountant and a member of the Institute of Directors and Chartered Accountants Australia and New Zealand. He has a broad range of Board experience in both private and public companies and he has a keen interest in strengthening and developing New Zealand businesses through quality leadership, governance, and strategy. James is also Trustee for a number of private trusts providing independent management and financial advice. James joined the Vital board in 2017.