



Notice of Annual Meeting

RYMAN HEALTHCARE 2024



Dear Shareholder,

We warmly invite you to join us for the Annual Meeting of Shareholders of Ryman Healthcare Limited (Ryman). Shareholders have the choice to attend in person or virtually. If you are unwell or are in close contact with someone who is unwell, we request that you please do not attend the meeting in person.

Where: Philip Carter Family Concert Hall Auditorium
The Piano
156 Armagh Street
Christchurch

Virtual: Shareholders are also able to attend the Annual Meeting online via the Virtual Annual Meeting portal at www.virtualmeeting.co.nz/rym24

When: Thursday, 1 August 2024 at 10am (NZT)

You are invited to join us after the meeting for refreshments.

Shareholders participating in the Annual Meeting virtually via the Virtual Annual Meeting portal will be able to vote and ask questions during the event. Please read the procedural notes below for further details.

Important dates

Latest time for receipt of proxy forms: 10am (NZT) on Tuesday, 30 July 2024.

Time for determining voting entitlements at the Annual Meeting: 5pm (NZT) on Tuesday, 30 July 2024.

Items of Business

A. Executive Chair's Address

B. Resolutions (Please see the Explanatory Notes at the end of this Notice of Meeting)

Ordinary Resolutions

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

Resolution 1: Auditor's Appointment and Remuneration:

That PwC Auckland is appointed as the auditor of the Company and that the Board is authorised to fix the auditor's remuneration for the ensuing year.

Resolution 2: Re-election of Ms Kate Munnings:

That Ms Kate Munnings is re-elected as a director of Ryman.

Resolution 3: Re-election of Mr David Pitman:

That Mr David Pitman is re-elected as a director of Ryman.

Resolutions 1 to 3 above are to be considered as ordinary resolutions and, to be passed, require the approval of more than 50 percent of the votes of those shareholders entitled to vote and voting on the resolution. For more information on the resolutions, please see the Explanatory Notes.

C. Shareholder questions

By order of the Board



Deborah Marris
Company Secretary
Christchurch, 2 July 2024

Explanatory notes

Resolution 1: Auditor's Appointment and Remuneration

Ryman released its External Auditor Independence Policy in December 2023 providing guidance on the appointment and independence of the external auditor. The Policy requires the tendering and formal assessment of the external auditor at least every 10 years. The Company's current auditor, Deloitte, has been Ryman's auditor since listing on the NZX in 1999, a total of 25 years. Deloitte has worked constructively with the Company as its auditor since this time.

In accordance with the External Auditor Independence Policy, the Company carried out a tender process overseen by Ryman's Audit, Finance and Risk Committee. Following a careful review and consideration of the responses, the Committee recommended to the Board that PwC Auckland was the most suitable appointment as the external auditor. The Board agrees with the recommendation of the Committee and on this basis seeks approval of the shareholders to the appointment of PwC Auckland as the auditor for the purposes of section 207P(2) of the Companies Act 1993 and to authorise the Board to fix the auditor's remuneration for the current financial year for the purposes of section 207S of the Companies Act 1993.

The Board unanimously supports the appointment of PwC Auckland as the external auditor.

The financial statements and auditor's report included in the FY24 Annual Report presented to shareholders were audited and prepared by Deloitte as the Company's auditors at that time.



Resolution 2: Re-election of Ms Kate Munnings

Under NZX Listing Rule 2.71 a director appointed by the Board must not hold office (without re-election) past the next Annual Meeting following the director's appointment. Ms Kate Munnings was appointed as a non-executive director by the Board with effect from 1 November 2023. Ms Munnings accordingly retires and offers herself for re-election at the 2024 Annual Meeting. Ms Munnings is considered by the Board to be independent.

The Board unanimously supports the re-election of Ms Munnings.

Term of office: Appointed with effect from 1 November 2024

Board committees: Clinical Governance, People, Safety & Remuneration, Governance and Nominations

Biography: Kate joined the Board in November 2023. Based in Australia, she was most recently Chief Executive & Managing Director at Virtus Health Care, which was ASX-listed prior to being taken private in 2022. Prior to this, she was Chief Operating Officer of Ramsay Health Care (ASX:RHC), responsible for the operational performance of 73 public and private hospitals in Australia, with over 30,000 staff.

Kate started her career as a registered nurse before pursuing a legal career, specialising in construction law; and was a partner at global law firm, Baker McKenzie. She then moved to Transfield Services (ASX: TSE) in a Chief Risk & Legal Officer/Company Secretary role before transitioning into operational roles, eventually becoming Chief Executive – Operations for Transfield Services (renamed Broadspectrum) where she oversaw their facilities management, construction and consulting operations for Australia, New Zealand and Melanesia. She is currently the Chair of Digital Health CRC, an Australian government funded organisation that invests in R&D to support the growth of digital healthcare as a means to improve patient outcomes.



Resolution 3: Re-election of Mr David Pitman

Under NZX Listing Rule 2.71 a director appointed by the Board must not hold office (without re-election) past the next Annual Meeting following the director's appointment. Mr David Pitman was appointed as a non-executive director by the Board with effect from 1 May 2024. Mr Pitman accordingly retires and offers himself for re-election at the 2024 Annual Meeting. Mr Pitman is considered by the Board to be independent.

The Board unanimously supports the re-election of Mr Pitman.

Term of office: Appointed with effect from 1 May 2024

Board committees: Audit, Risk and Finance

Biography: David joined the Board in May 2024. Based in Sydney, he has 40 years' experience in general, operational and financial management, strategy development and M&A. Originally trained as an aeronautical engineer, he began his career in the aviation sector. After earning his MBA, he joined Boston Consulting Group (BCG), where he spent a significant portion of his career advising clients predominantly in financial services and various other sectors, becoming a Partner and the leader of the firm's Asia Pacific Corporate Finance & Strategy practice.

In 2007, David transitioned to Stockland Corporation as EGM Strategy and Corporate Development, later assuming the role of CEO of Stockland's Retirement Living division.

After more than six years at Stockland, David returned to BCG, this time in Boston, as Global Finance Director, overseeing the firm's finance operations, accounting and control across 50 countries. He subsequently relocated back to Sydney in 2018, assuming a senior advisor role at BCG before moving into private consulting.

Procedural notes

Attending in person

If you wish to vote in person, you should attend the Annual Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting (enclosed with the notice) to assist with your registration.

Online participation

You may also attend virtually via the Virtual Annual Meeting portal, where you can watch the Annual Meeting, vote, and ask questions. Ryman's Virtual Annual Meeting portal can be found at: www.virtualmeeting.co.nz/rym24

Shareholders attending virtually will require their CSN/Holder Number for verification purposes. Shareholders attending virtually will be able to ask questions during the Annual Meeting via the 'Ask a Question' functionality.

If you require assistance with using the portal please phone the helpline on 0800 200 220.

More information regarding virtual attendance including how to vote and ask questions is available in the Virtual Annual Meeting Online Portal Guide: https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.pdf

Eligibility to vote

Any shareholder whose name was recorded in Ryman's share register at 5pm (NZT) on 30 July 2024 is entitled to attend the meeting and vote on the resolutions either in person or by proxy.

Proxies

All shareholders are entitled to vote at the meeting but if you cannot attend or participate by virtual meeting you are encouraged to appoint a proxy to attend the meeting and vote on your behalf. A corporate shareholder may appoint a person to attend the meeting as its representative in the same manner that it would appoint a proxy. A proxy need not be a Ryman shareholder.

The Chair of the meeting and the directors of Ryman intend to vote all discretionary proxies, for which they have authority to vote, in favour of all of the resolutions 1-3. If, in appointing your proxy, you do not name a person as your proxy (either online or on your proxy form), the Chair of the meeting will be your proxy and may vote only in accordance with your express direction. A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in this notice.

Shareholders can appoint a proxy by completing the enclosed proxy form and returning it to MUFG Corporate Markets (formerly Link Market Services Limited) by email or mail as set out in the proxy form.

Online proxy voting

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting investorcentre.linkgroup.nz/voting/RYM.

Holders on the Ryman register will be required to enter their CSN/Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online.

All online or postal proxy appointments must be received by MUFG Corporate Markets (formerly Link Market Services Limited) via mail or email no later than 10am (NZT) on Tuesday, 30 July 2024.

Shareholder questions

We want to make it as easy as possible for shareholders to ask questions at the Annual Meeting. Shareholders present at the Annual Meeting or attending virtually via the Virtual Annual Meeting portal will have the opportunity to ask questions during the Annual Meeting.

- **Shareholders who cannot attend the Annual Meeting**

If you cannot attend the Annual Meeting but would like to ask a question you can submit a question by completing the shareholder question section on the proxy form and returning it to MUFG Corporate Markets (formerly Link Market Services Limited), or online by going to vote at investorcentre.linkgroup.nz/voting/RYM.

After completing the online validation process choose 'Questions'. Shareholder questions will need to be submitted by 10am (NZT) Tuesday, 30 July 2024.

- **Online questions**

Shareholders attending the Annual Meeting virtually will be able to submit questions via the 'Ask a Question' functionality in the Virtual Annual Meeting portal.

Questions can be submitted via the portal at any time during the Annual Meeting.

We encourage shareholders to submit questions early to ensure that as many questions as possible are received and addressed at the appropriate time during the meeting.

Please note in order to 'Ask a Question' via the Virtual Annual Meeting portal shareholders must have completed the registration process to vote in order to validate themselves as a shareholder and make the 'Ask a Question' functionality available.