

# NOTICE OF 2022 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2022 Annual Shareholders' Meeting of Pacific Edge Limited will be held on Thursday 28 July 2022, commencing at 3.00pm.

**Venue:** Fullwood Room, Dunedin Centre,  
1 Harrop Street, Dunedin

**Online:** [www.virtualmeeting.co.nz/peb22](https://www.virtualmeeting.co.nz/peb22)

Dear Shareholder

Pacific Edge Limited (**Company** or **Pacific Edge**) invites you to join us at our Annual Shareholders' Meeting on Thursday 28 July commencing at 3.00pm. This will be held both online and in person, in Dunedin, to allow as many of our shareholders as possible to join us.

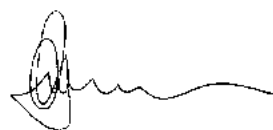
We made significant progress in the 2022 financial year, with strong growth in test volumes and operating revenue and a robust foundation on which to build long term sustainable value through the execution of our strategy. You can read about our performance in our Annual Report, which is available on our website <https://www.pacificedgedx.com/investors/shareholder-reports/>. The Meeting will provide you with an opportunity to hear about Pacific Edge's progress, discuss any questions you may have about our Company and its performance and vote on the Resolutions that we have tabled with you.

If you elect to attend the Meeting virtually, you will be able to watch the Meeting live, vote and ask questions online. Further details on how to do so are set out in this Notice of Meeting and the Virtual Annual Meeting Online Portal Guide, which is available online at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

If you cannot attend, we encourage you to complete and lodge the proxy form in accordance with the instructions on the back of that form.

We look forward to welcoming you to the Annual Meeting.

Sincerely



Chris Gallaher  
**Chairman**

## Important Dates and Times

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Latest time for receipt of proxy forms and questions: 3.00pm on Tuesday 26 July 2022

Time for determining voting entitlement at the Meeting: 3.00pm on Tuesday 26 July 2022

## AGENDA

1. Chairman and CEO Presentations
2. Shareholder Discussion
3. Resolutions

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

**Resolution 1:** That Chris Gallaher, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 2:** That Sarah Park, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 3:** That Tony Barclay, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

**Resolution 4:** To record the re-appointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditors' remuneration for the ensuing year.

**Further information relating to the Resolutions is set out in the Explanatory Notes.**

4. To consider any other ordinary business which may properly be brought before the Meeting.

Pacific Edge's Board and Management invite attendees in Dunedin to join them for light refreshments at the end of the Meeting.

A copy of the Annual Meeting presentations will be available to view on the Company's website [www.pacificedgedx.com](http://www.pacificedgedx.com).

By Order of the Board of Directors



Chris Gallaher  
**Chairman**  
22 June 2022

## EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules. 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 the Resolution.

### DIRECTOR ELECTIONS AND RE-ELECTION

Pacific Edge regularly reviews its Board membership to ensure that the appropriate skills, capabilities, experience and knowledge are in place to provide effective oversight of the Company's strategy and commercial progress.

The Board has identified the skills it believes is important to support the Company's strategy and continued momentum. Directors' capabilities are considered against this skills matrix and the Board believes that the current Directors offer valuable and complementary skill sets.

#### RESOLUTION 1: RE-ELECTION OF CHRIS GALLAHER AS A DIRECTOR

**FIRST APPOINTED:** 1 July 2016

**BOARD RESPONSIBILITIES:** Chairman, Independent Director, Nomination Committee (Chair), Audit & Risk Committee (Member), Capital Committee (Member)

The Listing Rules provide that a Director must not hold office (without re-election) past the third Annual Meeting after his or her appointment or re-election, or for three years, whichever is longer. Accordingly, Chris Gallaher retires by rotation and, being eligible, has offered himself for re-election.

Chris has held senior positions in both CEO and CFO roles with a number of large international companies and was a partner in Arthur Young, Chartered Accountants. Prior to retiring from full time corporate life, Chris was the CFO of Fulton Hogan, a large NZ resources based civil contractor.

Chris holds a BCom from Otago University, is a Chartered Accountant, a member of the Australian Institute of Company Directors and is Chairman of Vinlink (Marlborough) Ltd and Mariposa Holdings Ltd.

Chris has extensive financial and governance experience, an in-depth understanding of Pacific Edge, its strategy and the market it operates in. He is a valuable member of the Board.

The Board has determined that Chris Gallaher is an Independent Director for the purposes of the Listing Rules and the Board unanimously supports his re-election.

#### RESOLUTION 2: RE-ELECTION OF SARAH PARK AS A DIRECTOR

**FIRST APPOINTED:** 6 December 2018

**BOARD RESPONSIBILITIES:** Independent Director, Audit & Risk Committee (Chair), Capital Committee (Member)

The Listing Rules provide that a Director must not hold office (without re-election) past the third Annual Meeting after his or her appointment or re-election, or for three years, whichever is longer. Accordingly, Sarah Park retires by rotation and, being eligible, has offered herself for re-election.

Sarah has more than 20 years international corporate finance and capital markets experience after a professional career with PwC in NZ and HSBC Investment Bank in London. During her executive career Sarah held a wide variety of roles including being involved in numerous M&A and capital market transactions, managing family office investment arms and as an equity research analyst.

Sarah is the co-founder of Even Capital, a VC fund focused 100% on investing in female entrepreneurs. Sarah is a Director of National Provident Fund, Hawkes Bay Airport and Orbis Diagnostics. Sarah has a MA(Hons) in Economics from the University of Edinburgh.

Sarah's financial, capital markets and governance experience across a range of sectors combined with a strong focus on diversity and risk is of strong value to Pacific Edge as the Company continues with its growth strategy.

The Board has determined that Sarah Park is an Independent Director for the purposes of the Listing Rules and the Board unanimously supports her re-election.

## DIRECTOR ELECTIONS

Tony Barclay was appointed as Director by the Board during the year in accordance with clause 20.9 of the Constitution of the Company.

Under the Listing Rules and clause 20.9 of the Company's Constitution, any person who is appointed as a Director by the Board shall hold office until the commencement of the next Annual Meeting, when they will cease to hold office but shall be eligible for election at that Meeting.

Accordingly, Tony Barclay will cease to hold office at the commencement of the Meeting and, being eligible, offers himself for election by shareholders.

### **RESOLUTION 3: ELECTION OF TONY BARCLAY AS A DIRECTOR**

**APPOINTED:** 21 March 2022

**BOARD RESPONSIBILITIES:** Independent Director, Audit & Risk Committee (Member), Remuneration Committee (Member)

Tony brings over 30 years experience in business and 22 years healthcare experience. Tony was CFO at medical device company Fisher & Paykel Healthcare from the time of separation from Fisher & Paykel Appliances in 2001 until retiring from full-time employment in 2018. Prior to Fisher & Paykel Healthcare Tony worked for PriceWaterhouse and Arnott's Biscuits in finance roles.

Tony holds a BCom from the University of Otago and is a Chartered Accountant and a member of the New Zealand Institute of Directors and INFINZ. Tony's significant leadership experience in the healthcare sector fills a skill set identified by the Board and he has already proven himself to be a strong contributor.

The Board has determined that Tony Barclay is an Independent Director for the purposes of the Listing Rules and unanimously supports his election.

### **RESOLUTION 4: AUDITORS' REMUNERATION**

Under 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.

## **IMPORTANT INFORMATION**

### **ATTENDING THE ANNUAL MEETING**

Shareholders will be able to attend the Meeting in person, or, alternatively, will be able to attend and participate at the Meeting virtually via an online platform provided by Pacific Edge's share registrar, Link Market Services at [www.virtualmeeting.co.nz/peb22](http://www.virtualmeeting.co.nz/peb22)

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

### **VOTING**

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at 3.00pm on Tuesday 26 July 2022. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Voting can be done in three ways: By attending the Annual Meeting and submitting your vote; by appointing a proxy to vote on your behalf at the Meeting; or by participating in the Meeting virtually and voting.

### **PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY**

Any shareholder may appoint another person or persons as proxy to attend, and vote on his or her behalf at the Meeting. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which is enclosed with this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online. Either of the joint holders of a share may sign the proxy form. A proxy does not have to be a shareholder in the Company.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the Resolutions.

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting evidence of their authority to act for the relevant corporation. Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Proxy forms must be received by Link Market Services no later 3.00pm on Tuesday 26 July 2022. Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Email to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)
- Lodged online

### **ONLINE PROXY VOTING**

Shareholders may elect to lodge their proxy appointment online. You will need to go to the website of our share registrar, Link Market Services [vote.linkmarketservices.com/PEB](http://vote.linkmarketservices.com/PEB). You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

### **SHAREHOLDER QUESTIONS**

Pacific Edge offers the facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of Pacific Edge, and questions with regard to the Resolutions. There will also be the opportunity for shareholders to ask questions online during the Meeting.

Please submit questions by completing the section on the Proxy Form or online, or by email to [investors@pacifiedge.co.nz](mailto:investors@pacifiedge.co.nz) by 3.00pm on Tuesday 26 July 2022. Please write 'Questions from Shareholders' in the subject line of the email.

### **PRESENTATIONS AND PACIFIC EDGE FY22 ANNUAL REPORT**

The Meeting presentations and voting results will be released to the NZX and published on the Company website at [www.pacifiedgedx.com/investors/shareholder-meetings/](http://www.pacifiedgedx.com/investors/shareholder-meetings/). A copy of Pacific Edge's latest Annual Report is publicly available, and copies of future Shareholder Reports will be available, on the Company website at <https://www.pacifiedgedx.com/investors/investor-center/>. You may, at any time, request a free copy of the most recent and future Annual Reports. If you wish to do so, please update your communication preferences by visiting the Link Investor Centre at [www.linkmarketservices.co.nz](http://www.linkmarketservices.co.nz). Alternatively, your request can be emailed to [operations@linkmarketservices.co.nz](mailto:operations@linkmarketservices.co.nz) (Please use "PEB Report" as the subject line for easy identification) or by contacting Link using the phone details set out in this letter.



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**LODGE YOUR PROXY****Online**[vote.linkmarketservices.com/PEB](https://vote.linkmarketservices.com/PEB)**Scan & Email**[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)**Deliver in person**

Link Market Services Limited,  
Level 30, PwC Tower  
15 Customs Street West,  
Auckland 1010

**Mail**

Use the enclosed pre-addressed envelope or address to:

Link Market Services Limited  
PO Box 91976  
Auckland 1142  
New Zealand

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**SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE**

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**General Enquiries**

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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**PROXY FORM FOR THE 2022 ANNUAL SHAREHOLDERS' MEETING**

The Annual Meeting of Pacific Edge Limited ("Pacific Edge") will be held on **Thursday 28 July 2022 at 3:00pm** at Fullwood Room, Dunedin Centre, 1 Harrop Street, Dunedin and online at [www.virtualmeeting.co.nz/peb22](https://www.virtualmeeting.co.nz/peb22) via the Link Market Services Virtual Annual Meeting platform.

If you propose NOT to attend the Annual Meeting physically or online but wish to vote by appointing a proxy please complete and return this form (please keep it intact) to Link Market Services or complete online no later than **3:00pm on Tuesday 26 July 2022** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment can also be completed **online**. Please read the instructions overleaf before completing this form.

**APPOINTMENT OF PROXY**

A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote on behalf of him/her and that proxy or representative need not also be a shareholder of Pacific Edge. A proxy appointment may be completed online or in accordance of one of the other methods listed above. If you do not name a person as your proxy but have indicated on this form, how you wish to vote, the Chair of the Meeting will vote, in accordance to your express instructions only.

**Appointing the Chair of the Meeting or a Director as your proxy**

If you wish, you may appoint the Chair of the Meeting, any of the Directors or the Chief Executive Officer as your proxy. To do so, please write their position in the box marked "full name of proxy" e.g. "Chair of Meeting". If given discretion, they will vote in favour of the resolutions. If you return this form without directing the proxy how to vote on any particular resolution, you will be deemed to have given your proxy discretion as to whether and how to vote on that resolution, unless specifically restricted from voting.

**ATTENDING THE MEETING**

If you propose to attend the Annual Shareholders' Meeting please bring this Proxy Form intact to the meeting, the

barcode is required for registration at the meeting. If you propose to attend the Annual Meeting online via [www.virtualmeeting.co.nz/peb22](https://www.virtualmeeting.co.nz/peb22), you will require your shareholder number for verification purposes.

**SIGNING INSTRUCTIONS FOR PROXY FORMS****Individual**

This Proxy Form must be signed by the shareholder or his/ her/ its attorney duly authorised in writing.

**Joint holding**

This Proxy Form may be signed by, or on behalf of, either of the joint shareholders (or their duly authorised attorney).

**Power of Attorney**

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of the attorney, under which it is signed, must be produced to Pacific Edge with this proxy form (but cannot be done online).

**Company**

This Proxy Form must be signed by a Director or a duly authorised Officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to [vote.linkmarketservices.com/PEB](https://vote.linkmarketservices.com/PEB) to vote or turn over to complete the Proxy Form

## PROXY FORM

### STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of Pacific Edge Limited

Hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
(e-mail address)

or failing him/her \_\_\_\_\_ of \_\_\_\_\_  
(e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholder Meeting of Pacific Edge Limited to be held, at Fullwood Room, Dunedin Centre, 1 Harrop Street, Dunedin and online at [www.virtualmeeting.co.nz/peb22](http://www.virtualmeeting.co.nz/peb22) at 3:00pm on Thursday 28 July 2022, and at any adjournment of that meeting. Please indicate with a tick in the appropriate boxes below how you wish your proxy to vote. If you wish, you may appoint as your proxy the Chair of the Meeting, any other Director or the Chief Executive Officer.

### STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Tick (✓) in box to vote

ORDINARY RESOLUTIONS	For	Against	Proxy Discretion	Abstain
1. That Chris Gallaher, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Sarah Park, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Tony Barclay, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To record the re-appointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditors' remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting physically and online via the virtual annual meeting platform will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to [vote.linkmarketservices.com/PEB](http://vote.linkmarketservices.com/PEB) and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 3:00pm on Tuesday 26 July 2022. The Board will address and answer questions at the Annual Meeting.

Question:

### STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Shareholder 1

\_\_\_\_\_

or duly authorised officer or attorney

Shareholder 2

\_\_\_\_\_

or duly authorised officer or attorney

Shareholder 3

\_\_\_\_\_

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.

\_\_\_\_\_