



Notice of Annual Meeting

RYMAN HEALTHCARE 2023



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 virtualmeeting.co.nz/rym23

When: Thursday 27 July 2023 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 postal votes and proxy forms: 10am (NZT) on Tuesday, 25 July 2023.

Time for determining voting entitlements at the Annual Meeting: 5pm (NZT) on Tuesday, 25 July 2023.

1. Items of business

- A. Interim Chair's Address
- B. Group Chief Executive Officer's Address

2. Resolutions

- C. To consider, and if thought fit, pass the following resolutions:
 - 1. **Auditor's remuneration:** That the directors of Ryman are authorised to fix the auditor's remuneration for the ensuing year.
 - 2. **Re-election of Mr Dean Hamilton:** That Mr Dean Hamilton (appointed as a director of Ryman by the board with effect from 1 June 2023) who retires and is eligible for re-election, is re-elected as a director of Ryman.
 - 3. **Re-election of Mr James Miller:** That Mr James Miller (appointed as a director of Ryman by the board with effect from 1 June 2023) who retires and is eligible for re-election, is re-elected as a director of Ryman.
 - 4. **Re-election of Ms Paula Jeffs:** That Ms Paula Jeffs, who retires by rotation and is eligible for re-election, is re-elected as a director of Ryman.
 - 5. **Re-election of Ms Claire Higgins:** That Ms Claire Higgins, who retires by rotation and is eligible for re-election, is re-elected as a director of Ryman for a period of 18 months to assist with succession of the board.

Resolutions 1 to 5 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.

3. Shareholder questions

By order of the board



Deborah Marris
Company Secretary
Christchurch, 10 July 2023

Explanatory notes

Resolution 1: Fixing the remuneration of the auditor, Deloitte

Pursuant to section 207T of the Companies Act 1993, Deloitte is automatically reappointed at the Annual Meeting as auditor of Ryman. The proposed resolution is to authorise the directors under section 207S of the Companies Act 1993 to fix the remuneration of the auditor, Deloitte for the ensuing year.



Resolution 2: Re-election of Mr Dean Hamilton

Under NZX Listing Rule 2.7.1 a director appointed by the board must not hold office (without re-election) past the next annual meeting following the director's appointment. Mr Dean Hamilton was appointed as a non-executive director with effect from 1 June 2023. Mr Hamilton accordingly retires and offers himself for re-election at the 2023 Annual Meeting. Mr Hamilton is considered by the board to be independent. The board unanimously supports the re-election of Mr Hamilton.

Term of office: Appointed with effect from 1 June 2023.

Board committees: Governance, Nominations and Remuneration (Chair); People and Safety (Chair).

Biography: Dean joined the board on 1 June 2023. He has an extensive background in governance, large company leadership and financial markets, across both New Zealand and Australia. He is currently Chair of trans-Tasman civil contractor Fulton Hogan and holds director roles at Auckland International Airport and The Warehouse Group.



Resolution 3: Re-election of Mr James Miller

Under NZX Listing Rule 2.7.1 a director appointed by the board must not hold office (without re-election) past the next annual meeting following the director's appointment. Mr James Miller was appointed as a non-executive director with effect from 1 June 2023. Mr Miller accordingly retires and offers himself for re-election at the 2023 Annual Meeting. Mr Miller is considered by the board to be independent. The board unanimously supports the re-election of Mr Miller.

Term of office: Appointed with effect from 1 June 2023.

Board committees: Governance, Nominations and Remuneration; Audit, Finance and Risk.

Biography: Previously Chair of NZX, James joined the board on 1 June 2023. He has extensive knowledge in both Audit and Risk and financial markets and is also the current Chair of Channel Infrastructure and a director of Mercury NZ and Vista Group.



Resolution 4: Rotation and re-election of Ms Paula Jeffs

Non-executive director Ms Paula Jeffs retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers herself for re-election at the 2023 Annual Meeting. Ms Jeffs is considered by the board to be independent. The board unanimously supports the re-election of Ms Jeffs.

Term of office: Appointed 19 November 2019 and last re-elected at the 2020 Annual Meeting.

Board committees: Clinical Governance (Chair); People and Safety.

Biography: Paula joined the board in 2019. She is a Melbourne-based executive, currently holding the position of EGM People and Transformation at Melbourne Water. She brings with her more than 25 years' experience leading culture, capability and safety in organisations across the healthcare and finance sectors. Early in her working life, Paula spent several years as a carer in the aged and disability sector.



Resolution 5: Rotation and re-election of Ms Claire Higgins

Non-executive director Ms Claire Higgins retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers herself for re-election at the 2023 Annual Meeting. Ms Higgins is considered by the board to be independent.

The board unanimously supports the re-election of Ms Higgins for a period of 18 months. Ms Higgins has agreed to assist the board through a period of transition as a number of directors retire and new directors are brought onto the board. The board is also seeking an orderly change in the Audit, Finance and Risk board committee, of which Ms Higgins is Chair. This change occurs at the same time as the company recruits a new Chief Financial Officer (as previously announced). The board's intention is for Mr Miller to take over the Audit, Finance and Risk Chair role post this year's interim result and to work with Ms Higgins and others to effectively manage that transition over the subsequent 12 months.

Term of office: Appointed 17 September 2014 and last re-elected at the 2020 Annual Meeting.

Board committees: Audit, Finance and Risk (Chair); People and Safety; Clinical Governance.

Biography: Claire joined the board in 2014 and was appointed interim Chair in November 2022. Based in Victoria, Claire brings experience in a range of sectors in Australia and New Zealand. Claire is Chair of REI Superannuation and GMHBA and is a director in the medical device sector.

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: virtualmeeting.co.nz/rym23

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/generic/docs/OnlinePortalGuide.pdf>

Eligibility to vote

Any Shareholder whose name was recorded in Ryman's share register at 5pm (NZT) on 25 July 2023 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 1-5. 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 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 Link Market Services Limited via mail or email no later than 10am (NZT) on Tuesday 25 July 2023.

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 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 25 July 2023.

- **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.