# Notice of Annual Meeting 2021

Notice is given that the annual meeting of shareholders of EBOS Group Limited (the Company) (Annual Meeting) will be held at Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch on 19 October 2021, and online virtually through the Computershare Meeting Services web platform https://meetnow.global/nz, commencing at 2.00pm.

#### **Covid-19 Implications**

The Company is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to the health and safety of our stakeholders and people, if the alert level is expected to be above Level 1 in any region of New Zealand on the date of the Annual Meeting, the Company may elect to hold this Annual Meeting as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website including providing details of how to participate in an online meeting.

#### **General Business**

1 To consider and receive the annual report and the financial statements for the year ended 30 June 2021 and the audit report thereon.

To consider and if thought fit, pass the following ordinary resolutions 1 to 5:

#### 2 Resolution 1 - Election of Director

It is hereby resolved that Tracey Batten be elected as a director of the Company.

#### 3 Resolution 2 - Re-election of Director

It is hereby resolved that Elizabeth Coutts be re-elected as a director of the Company.

#### 4 Resolution 3 - Re-election of Director

It is hereby resolved that Peter Williams be re-elected as a director of the Company.

#### 5 Resolution 4 - Non-executive director remuneration

It is hereby resolved that, pursuant to NZX Listing Rule 2.11.1 and ASX Listing Rule 10.17, the total remuneration for non-executive directors be increased by \$155,000 from \$1,410,000 per annum to \$1,565,000 per annum with effect from 1 July 2021.

#### 6 Resolution 5 - Auditor's remuneration

It is hereby resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company. 7 To consider any other business that can be properly brought before the meeting.

Please see explanatory notes for further information regarding Resolutions 1 to 5.

By Order of the Board



# Elizabeth Coutts

Christchurch, New Zealand 16 September 2021

#### **Explanatory Notes**

#### **Resolution 1**

Election of Director - Tracey Batten

Dr Batten (MBBS, MHA, FRACMA, MBA, FAICD) was appointed as a director by the Board to fill a casual vacancy effective 1 July 2021.

Dr Batten is currently a non-executive director of Medibank Private Limited, the Accident Compensation Corporation and the National Institute of Water and Atmospheric Research. She was previously a non-executive director of Abano Healthcare Group Limited and various other healthcare related research institutes, charities and industry and government bodies.

During her executive career Dr Batten was Group CEO of Imperial College Healthcare NHS Trust in the United Kingdom, Group CEO of St Vincent's Health Australia, CEO of Eastern Health and CEO of Dental Health Services Victoria.

The Board considers Tracey Batten is an Independent Director as referred to in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Dr Batten retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers herself for election.



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#### **Resolution 2**

Re-election of Director – Elizabeth Coutts

Ms Coutts (ONZM, BMS, FCA) was appointed as a director on 3 July 2003. She is Chair of the Remuneration Committee and a member of the Audit and Risk Committee.

Ms Coutts is also currently Chair of Oceania Healthcare Limited and Skellerup Holdings Limited, Director of EBOS Group subsidiaries in New Zealand and Member, Marsh New Zealand Advisory Board.

She is a former Chair of Ports of Auckland Limited, Meritec Group, Industrial Research, Life Pharmacy Limited and former Deputy Chair of Public Trust. She has previously held directorships of Air New Zealand Limited, the Health Funding Authority, Sanford Limited and the Yellow Group of Companies.

She is also a former board member of Sport NZ, former board member of Tennis Auckland Region Incorporated, former member of the Pharmaceutical Management Agency (Pharmac), former Commissioner for both the Commerce and Earthquake Commissions, former external monetary policy adviser to the Governor of the Reserve Bank of New Zealand, a former President of the Institute of Directors Inc and former Chief Executive of the Caxton Group of Companies.

The Board considers Elizabeth Coutts is an Independent Director as referred to in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Ms Coutts retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers herself for re-election.

#### **Resolution 3**

Re-election of Director - Peter Williams

Mr Williams was appointed as a director on 5 July 2013.

Mr Williams is also a director of Green Cross Health Limited. He was formerly an executive of The Zuellig Group and has extensive experience in the healthcare industry in Australasia and Asia.

The Board considers Peter Williams is an Independent Director as referred to in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Mr Williams retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers himself for re-election.

#### **Resolution 4**

Non-executive director remuneration

This resolution is put to shareholders in accordance with NZX Listing Rule 2.11.1 and ASX Listing Rule 10.17 and relates to the maximum aggregate fees payable to all non-executive directors. ASX Listing Rule 10.17 provides that the Company must not increase the total aggregate amount of 'directors' fees' (as defined in that Listing Rule) payable to all of its non-executive directors without the approval of holders of ordinary shares.

At present the maximum fee pool for non-executive directors is \$1,410,000 per annum, as approved by shareholders at the Company's annual meeting on 15 October 2019. It is proposed to increase this amount by \$155,000 to \$1,565,000 per annum, being an 11% increase.

During 2021, an independent benchmarking report was commissioned by the Board from KPMG Australia (Independent Report). The changes proposed by the Board have regard to the current market positioning of EBOS' fees and align with the commentary outlined in the Independent Report (further explanations below).

The increase proposed is broken down as follows:

- a \$16,000 or 5% increase to the Chair fee and a \$8,000 or 5% increase to the director fee (within the percentage range noted in the Independent Report);
- increases to Board committee (Committee) fees to position them at, or about, the median of the market data outlined in the Independent Report, per the following amounts and percentages:
  - > a \$2,500 or 6.7% increase to the Chair of Audit & Risk Committee fee;
- > a \$2,500 or 14.3% increase for Member of Audit & Risk Committee fees;
- > a \$13,000 or 65% increase to the Chair of Remuneration Committee fee;
- > a \$6,500 or 65% increase for Member of Remuneration Committee fees; and
- an additional \$75,000 pool available for special exertion fees, payable for project work undertaken by directors outside of the normal workload for the Board and Committees. This proposed pool was noted in the Independent Report as "reasonable, provided there is clear disclosure to investors of the pool and how it is used".

The Company is seeking the approval of shareholders to increase the maximum fee pool for non-executive directors for the following reasons:



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- the increasing workload and time commitment of the Company's directors. The Company has experienced significant growth and robust financial performance since the director fee pool was last approved by shareholders in 2019. In FY2021, EBOS recorded revenue of A\$9.2 billion and NPAT of A\$185.3 million, which is 33% and 35% higher respectively than recorded in FY2019. In addition, EBOS' total shareholder return over the period 30 June 2019 to 30 June 2021 was 47%1. The Company's operations continue to grow in size and complexity, with EBOS operating across two jurisdictions: Australia and New Zealand. With the majority of the Company's business taking place in Australia, the Board has additional complexities in carrying out its functions. Continued increase in legislative compliance requirements for the Company, as well the factors described above have led to an increase in workload for directors, including the workload of those directors that are appointed to Committees. This is demonstrated by the number of meetings attended by Board members doubling from six meetings in FY2019 to twelve in FY2021. The number of Board and Committee meetings attended by each director is set out in the Director's Interests and Disclosures section of the Company's Annual Report, noting that in FY2021 all then-current directors attended each Board meeting and Committee meeting (where that director was a member of a Committee);
- the current market positioning of EBOS' fees.
- The Company seeks to remunerate non-executive directors at market-competitive rates to support the attraction and retention of directors of the highest calibre and requisite expertise. The Independent Report identified that fees paid to members of the EBOS Remuneration Committee in particular were significantly lower than the median for the market. Therefore the Board considers that the increase is appropriate; and
- to ensure that the aggregate remuneration can accommodate payment of fees to non-executive directors for additional duties, should this be required. This would be funded through the proposed special exertion fee pool, paid out for significant project work undertaken by directors outside of the normal workload for the Board and Committees. Any fees paid out of this special exertion fee pool would be clearly reported each year (including the rationale for all payments out of this

The Board considers, in light of the market data outlined in the Independent Report and the realities of the increased workloads undertaken by the Board, that the proposed increased fee pool is fair and reflective of market conditions.

special exertion fee pool).

The table below sets out the director and Committee fees expressed on a per annum basis as at 30 June 2021, the expected fee allocations should the increase in the fee pool be approved, and the amount of the increase proposed.

Officer	30 June 2021	Post shareholder approval	Amount of increase
Chair	\$320,000	\$336,000	\$16,000
Director (other than Chair)	\$160,000	\$168,000	\$8,000
Chair of Audit & Risk Committee	\$37,500	\$40,000	\$2,500
Chair of Remuneration Committee	\$20,000	\$33,000	\$13,000
Member of Audit & Risk Committee	\$17,500	\$20,000	\$2,500
Member of Remuneration Committee	\$10,000	\$16,500	\$6,500
Special Exertion fee pool	\$O	\$75,000	New pool

All amounts expressed in New Zealand dollars.

The amounts are inclusive of superannuation contributions (if applicable).



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#### Independent benchmarking process

As noted above, the Board is committed to setting director fees in a transparent manner. Accordingly, it appointed KPMG Australia to prepare the Independent Report (see: https://ebosgroup.gcs-web.com/2021-annual-meeting).

In summary, KPMG found:

- EBOS' fee pool is positioned at the lower 28th percentile of the comparator group used in the Independent Report. KPMG commented that the Board may wish to consider seeking shareholder approval to increase EBOS' fee pool in order to accommodate any fee increases in the short to medium term;
- EBOS' Board Chair and base member fees are positioned around the median of the comparator group. KPMG commented that a modest increase of between 3% to 5% to these fees appeared reasonable;
- EBOS' Audit & Risk Committee Chair and member fees are positioned around the median of the comparator group; and
- EBOS' Remuneration Committee Chair and member fees are positioned in the bottom quartile of the comparator group. KPMG commented that there may be an opportunity to revisit the fees for this Committee to position them closer to the median.

#### **Board succession planning**

In considering the nominations of both Elizabeth Coutts and Peter Williams for re-election, the Board determined that, notwithstanding their tenure, they both continue to have vital skills (as identified in the Director's skills matrix) and significant institutional knowledge which cannot be replicated by other candidates at this stage of the Board's succession planning.

The succession planning process remains a focus of the Board given there are directors with long tenures at the Company who have indicated an intention to retire over the next few years. As succession takes place, it is the Board's view that a smooth transition process is essential to the effective governance of the Company and, accordingly, additional directors may need to be appointed prior to current directors retiring.

The Company will need to offer competitive fees to attract and retain non-executive directors of a high calibre from New Zealand, Australia and internationally. The Directors' skills matrix is set out at the Company's website and in its 2021 Corporate Governance Statement (see: https://ebosgroup.gcs-web.com/corporate-governance).

Over the next year, the Board will continue to consider the additional skills that would be beneficial to the Company as well as preparing for Board succession. COVID-19 restrictions continue to impact the Board's deliberations on these matters as the imposition of lockdowns across New Zealand and Australia makes the task of meeting suitable candidates in person more difficult. As a result, succession planning is expected to take some time as the Board is mindful of providing stability and a cohesive culture, which has underpinned EBOS' success to date.

#### **Listing Rules notes**

No securities have been issued to any non-executive director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years. If the resolution is not passed then the non-executive director fee pool will remain \$1,410,000 per annum.

Under NZX Listing Rule 6.3.1, the non-executive directors (being all of the current directors of the Company) and their Associated Persons (as that term is defined in the NZX Listing Rules) are precluded from voting in respect of this Resolution. This does not however prevent a non-executive director who has been appointed as a proxy or a voting representative by another person who is not disqualified from voting, or an Associated Person of a non-executive director, from voting in respect of the shares held by that other person in accordance with the express instructions of that other person.

In addition, in accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of: (i) the directors; and (ii) an associate (as that term is defined in the ASX Listing Rules) of any of the directors. However this does not apply to a vote cast in favour of Resolution 4 by: (i) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; (ii) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



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#### **Resolution 5**

#### Auditor's remuneration

As set out in the Company's Corporate Governance Code the auditor's lead and engagement audit partners should be rotated after a maximum of five years. In addition, under the Company's Audit & Risk Committee Charter, the Committee is responsible for addressing what, if any, services other than audit services may be provided by the auditors. The Company's Corporate Governance Code and Audit & Risk Committee Charter can be found at https://ebosgroup.gcs-web.com/corporate-governance.

Deloitte is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993. Pursuant to section 207S of the Companies Act 1993, this resolution authorises the directors to fix the fees and expenses of the auditor.

#### **Attendance**

The Company is holding a hybrid annual meeting this year to allow shareholders who are unable to attend in person the opportunity to attend online through the Computershare Meeting Services web platform. Due to the uncertainty of New Zealand Alert Level changes, the Company has decided to move away from a webcast option (previously used alongside the physical meeting) to an interactive, fully hybrid annual meeting.

Shareholders joining the hybrid meeting virtually will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting. Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting.

All shareholders are entitled to attend and (subject to the exception set out below) vote at the meeting or to appoint a proxy, attorney or representative (in the case of a corporate shareholder) to attend and vote on their behalf (in person or via the web platform).

Except as set out in the NZX Listing Rules, the ASX Listing Rules and the Company's constitution, there are no voting restrictions which prevent any shareholder from voting on any of the resolutions.

Having regard to the New Zealand and/or Australian travel restrictions in place at the time of the Annual Meeting, shareholders are advised that some directors and senior management of the Company may attend the hybrid meeting by audio or video means, rather than in person in Christchurch. This is likely to include the Chief Executive Officer.

As noted above, the Company is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic, and may elect to hold this Annual Meeting as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website including providing details of how to participate in an online meeting.

#### **Voting**

Voting on all resolutions put before this Annual Meeting will be by poll. Results of voting will be available after the conclusion of the Annual Meeting, and will be notified on NZX and ASX.

#### **Proxies**

A proxy form is enclosed with this notice.

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chair of the Annual Meeting is willing to act as a proxy for any shareholder who appoints that person for that purpose. To do this, enter "the Chair" or the name of your proxy in the space allocated in "Step 1" of the enclosed form. Alternatively you can appoint a proxy online at www.investorvote.co.nz. Please note that if you appoint a proxy to cast your vote, you are still able to attend the Annual Meeting online, however, you will not be able to cast your votes held by your proxy.

If in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form), or your named proxy does not attend the meeting, the Chair of the Annual Meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chair will vote undirected (discretionary) proxies. The Chair will vote all undirected proxies in favour of the resolutions.

Any decision by the Company to move this Annual Meeting to an online only meeting will not affect any proxies validly appointed before any such change.





#### Lodge your proxy

Online

www.investorvote.co.nz

By Mail

Computershare Investor Services Limited Private Bag 92119, Auckland 1142, New Zealand

+64 9 488 8787

#### For all enquiries contact

+64 9 488 8777

corporateactions@computershare.co.nz

## **Proxy/Voting Form**



#### www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

**Smartphone?** 

Scan the QR code to vote now.

Your secure access information

**Control Number:** 

**CSN/Securityholder Number:** 

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 2:00pm Sunday 17 October 2021

#### **COVID-19 IMPLICATIONS**

The Company is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to the health and safety of our stakeholders and people, if the alert level is expected to be above Level 1 in any region of New Zealand on the date of the Annual Meeting, the Company may elect to hold this Annual Meeting as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website including providing details of how to participate in an online meeting.

#### **How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

#### **Hybrid** meeting

The hybrid meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide that accompanies the Notice of Meeting. If you appoint a proxy to cast your vote, you are still able to attend the Annual Meeting via the web platform, however, you will not be able to cast your votes held by your proxy.

#### **Appointment of Proxy**

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting is willing to act as a proxy for any shareholder who appoints him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

If in appointing your proxy, you do not name a person as your proxy (either online or on this proxy form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chairman will vote undirected proxies. The Chairman will vote all undirected proxies in favour of the resolutions.

#### Voting of your Holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

#### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

#### **Signing Instructions for Postal Forms**

#### Individual

Where the holding is in one name, the securityholder must sign.

#### **Joint Holding**

Where the holding is in more than one name, all of the securityholders should sign.

#### **Power of Attorney**

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.

#### Companies

This form must be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

#### **Comments, questions and amendments**

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form. Please note that no amendments to resolutions proposed or resolutions from the floor will be accepted.

# **Proxy/Corporate Representative Form**

STEP 1

### **Appoint a Proxy to Vote on Your Behalf**

/We being a shareholder/s of EBOS Group Limite	d				
nereby appoint		of			
or failing him/her		of			
or failing him/her, or if no person is named, the Chairm	an of the meeting				
BOS Group Limited to be held at the Addington Rac	our behalf and to vote in accordance with the following dire seway & Events Centre, 75 Jack Hinton Drive, Christchuber 2021 at 2:00pm and at any adjournment of that meeting	rch and online virtua			
STEP 2 Items of Business – Voti	ng Instructions/Ballot Paper				
<b>Please note:</b> If you mark the Abstain box for an it computing the required majority.	em, you are directing your proxy not to vote on your bel	alf and your votes w	ill not be cou	nted in	
Ordinary Resolution		For	Against	Proxy Discretion	Abstain
. It is hereby resolved that Tracey Batten be elected as a director of the Company.					
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It is hereby resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company.					
	y other director of the Company, please ensure that you annot guarantee remote admission to the virtual meeting		details (phone	e and email	
Proxy contact Details (Phone):	and (Email):				
Signature of Securityholo	<b>der(s)</b> This section must be completed.				
Securityholder 1	Securityholder 2	Securityholder 3			
or Sole Director/Director	or Director (if more than one)				
Contact Name	Contact Daytime Telephone		Date		

ATTENDANCE SLIP



Annual Meeting of Shareholders of EBOS Group Limited to be held at the Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch and online virtually through the Computershare Meeting Services web platform on Tuesday, 19 October 2021 at 2:00pm.



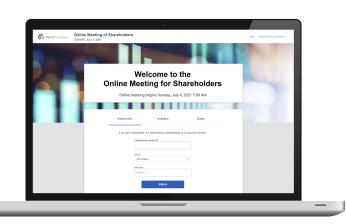
## HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

### Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.



### Visit https://meetnow.global/nz



#### Access

Access the online meeting at <a href="https://meetnow.global/nz">https://meetnow.global/nz</a>, and select the required meeting. Click 'JOIN MEETING NOW'.

#### If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

#### If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

#### If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



#### Contact

If you have any issues accessing the website please call +64 9 488 8700.



#### **Navigation**



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



#### Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



#### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.