



ANNUAL MEETING
OF SHAREHOLDERS 2025

Notice of Meeting



Thursday 7 August 2025



10:30am



Akarana | Hyundai Marine Sports Centre
8/10 Tamaki Drive
Orakei, Auckland 1071



<https://meetnow.global/nz>

OTHER IMPORTANT DATES

(All times are given in NZST)

- Latest time for receipt of proxy appointments
— 10.30am, Tuesday 5 August 2025
- Record date for voting entitlements
— 5.00pm, Tuesday 5 August 2025

Business

- A. Chair's welcome and strategic overview
- B. Chief Executive Officer's report on financial and business performance
- C. Consideration of and Voting on the Resolutions

Shareholders will be asked to consider and, if thought appropriate, to pass the following ordinary resolutions:

1. Auditor's Remuneration

That the Directors are authorised to fix the remuneration of Baker Tilly Staples Rodway as auditor of Radius Care for the ensuing financial year.

2. Re-election of Bret Jackson

That Bret Jackson who, in accordance with NZX Listing Rule 2.7, retires and is seeking re-election, be re-elected as a Director of Radius Care.

3. Long Term Incentive Plan (LTIP)

The issue of share rights to employees of Radius Care, entitling the holders to acquire up to 11.364 million ordinary shares, on the terms recorded in Explanatory Note 3, is approved for the purposes of NZX Listing Rule 4.2.1.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting. Please read and consider the resolutions together with the notes.

D. Other Business

To consider any other matter that may be brought properly before the Annual Meeting.

By order of the Board of Radius Residential Care Limited.



Brien Cree
Founder & Executive Chair
7 July 2025

Explanatory Notes

AUDITOR'S REMUNERATION

Resolution 1

Auditor's Remuneration

Radius Care's current auditor, Baker Tilly Staples Rodway, is automatically reappointed as Radius Care's auditor at the Annual Meeting pursuant to section 207T of the Companies Act 1993. This resolution authorises the directors to fix the remuneration of Baker Tilly Staples Rodway as Radius Care's auditor pursuant to section 207S of the Companies Act 1993.

RE-ELECTION OF DIRECTORS

In accordance with NZX Listing Rule 2.7.1, a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is longer.

Accordingly, Bret Jackson is required to retire at this meeting. Bret, being eligible, offers himself for re-election.

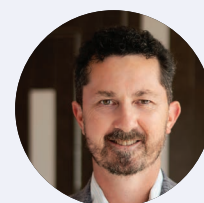
Resolution 2

Re-election of Bret Jackson

INDEPENDENT DIRECTOR

Term of Office

Bret Jackson was appointed as a Director of Radius Care in September 2014.



Board Committees

Audit and Risk Committee
Remuneration and People Committee

Background

Bret has been a Director since 2014 before Radius Care was listed on the NZX. Bret was re-designated as an Independent Director in 2022. The Board, having regard to the definition of "Independent Director" in the NZX Listing Rules and the factors that may impact director independence in the NZX Corporate Governance Code, is of the view that, if re-elected, Bret will continue to be an Independent Director for the purposes of the NZX Listing Rules.

Bret is an experienced business professional spanning all facets of business including entrepreneurship, leadership, private equity investment and governance (both private and public boards). Bret held corporate roles at Mobil Oil New Zealand, as a management consultant at Boston Consulting Group (Sydney and London) and has founded and successfully operated his own private businesses. He is also a past President of the Harvard Business School Alumni Association of New Zealand.

The Board unanimously recommends that Shareholders vote in favour of Resolutions 1, 2 and 3.

LONG TERM INCENTIVE PLAN (LTIP)

Resolution 3

Issue of Share Rights Under LTIP

In 2022 Radius Care issued share rights to employees (being the chief executive officer and other senior employees) under the Radius Care Long-Term Incentive Plan ("LTIP"). Those share rights have not vested, and will expire on 18 July 2025.

Radius Care now proposes to make a new offer of share rights under the LTIP to senior employees. The number of ordinary shares to be issued if all share rights vest exceeds the number permitted by NZX Listing Rule 4.6 for issue to employees, and accordingly Radius Care seeks the approval of shareholders to the issue of the share rights. If the resolution is passed, those share rights will be issued within one month after the resolution is passed. If the resolution is not passed, those shares rights will not be issued.

The objectives of the LTIP are to reward and retain key employees, drive longer term performance and align incentives of employees with the interests of Shareholders, and encourage longer term decision making by employees.

Each share right will entitle an employee to receive one ordinary share for no consideration, if the share price hurdles described below are met. That ordinary share will rank equally with the existing ordinary shares of Radius Care.

Share rights will be offered to the employees, and in the numbers, set out in the table below. The numbers are calculated by dividing the figures shown in the table as "share rights value" by a share price of 22 cents. This share price reflects the weighted average price of Radius Care's ordinary shares on the NZX Main Board over the 10 NZX trading days before 31 March 2025 of \$0.2135 rounded up to the nearest cent.

EMPLOYEE	NUMBER	SHARE RIGHTS VALUE
Andrew Peskett Chief Executive Officer	4,545,456	\$1,000,000
Jeremy Edmonds Chief Financial Officer	2,272,728	\$500,000
Richard Callander Chief Operations Officer	909,092	\$200,000
Antony Challinor Chief Digital Officer	909,092	\$200,000
Trish Evers General Manager, People	909,092	\$200,000
Sam Carey General Manager, Revenue	909,092	\$200,000
Shereen Singh General Manager, RConnect	909,092	\$200,000

The total value of the share rights to be offered is \$2,500,000 and the total number of new ordinary shares to be issued (if all of the share rights vest) is 11,363,644 (subject to rounding) (being \$2,500,000 divided by the share price of 22 cents).

Share Price Hurdle

The share rights issued to each employee will be divided into three parts or tranches being:

- a number equal to 25% of the total (Tranche 1)
- a number equal to 25% of the total (Tranche 2)
- a number equal to 50% of the total (Tranche 3)

An employee will be entitled to receive shares for his or her share rights only to the extent that those share rights vest. The conditions under which an employee's share rights may vest are set out below:

- Tranche 1 will vest if the weighted average price of ordinary shares on the NZX Main Board over the 10 NZX trading days ("10 Day VWAP") before 31 July 2027 is equal to or greater than 44 cents.
- If Tranche 1 does not vest, the share rights in that tranche will be added to and form part of Tranche 2, and will be eligible to vest in accordance with (c) or (e) below.
- Tranche 2 will vest if the 10 Day VWAP as at 31 July 2028 is equal to or greater than 66 cents.
- If Tranche 2 does not vest, the share rights in that tranche will be added to and form part of Tranche 3, and will be eligible to vest in accordance with (e) below.
- Tranche 3 will vest if 10 Day VWAP as at 31 July 2029 is equal to or greater than 88 cents.

In addition, if:

- a "Change of Control Transaction" (that is a takeover, merger or the like) occurs which results in a person or group becoming the controller of a majority of the voting shares of Radius Care; and
- the price or consideration per share paid in that Change of Control Transaction is equal to or greater than the share price specified in (a), (c) or (e) above in respect of a tranche which has not vested, then the share rights in that tranche will vest on completion of that Change of Control Transaction.

The share price hurdle for each Tranche requires Radius Care's share price to double for Tranche 1, triple for Tranche 2 and quadruple for Tranche 3 in each case compared to the 10 Day VWAP before 31 March 2025 (resulting in each share price hurdle increasing by 22 cents).

Tax

If an employee's share rights vest, Radius Care will pay to that employee an amount sufficient to meet that employee's liability for income tax in respect of those share rights, so that the employee receives shares free of any liability for income tax.

Other Features

Other features of the LTIP and share rights are:

- Employees pay nothing for share rights, or for shares issued under share rights.
- If a holder of share rights ceases to be employed by the Radius Care group, those share rights will lapse, unless the board, in a situation where the employee has ceased to be employed by reason of redundancy, illness or injury, or death, decides that the employee may retain those share rights.
- The board has a discretion to adjust the terms of share rights if there is an alteration to the capital structure of Radius Care.
- If a Change of Control Transaction (that is a takeover, merger, or the like) occurs, the board has a discretion to adjust the terms of share rights to enable holders to participate in the benefit of that Change of Control Transaction.

Dilutionary Effect

Assuming that;

- all of the share rights vest, so that one ordinary share is issued for each share right; and
- there is no other change to the capital of Radius Care between now and the date of vesting of the last of the share rights,

the issue of new ordinary shares would dilute the existing ordinary share capital (on a cumulative basis and subject to rounding) by approximately 1% following the issue of shares under Tranche 1, 2% following the issue of shares under Tranche 2 and 4% following the issue of shares under Tranche 3. It is noted that the effect of Radius Care's current share buyback programme on this dilutionary effect is immaterial (even if the maximum number of 2 million shares are bought back under that programme).

Procedural Notes and Other Information

EXPLANATORY NOTES

Explanatory Notes relating to the resolutions form part of this Notice of Meeting.

ATTENDANCE

All Shareholders who are registered as at **5.00pm (NZST) on Tuesday 5 August 2025** are entitled to attend online or in person and vote at the Meeting.

Attend and vote online

To attend the Meeting online please go to <https://meetnow.global/nz>. To access the Meeting, click GO under the Radius Care meeting and then click JOIN MEETING NOW. More information on virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) can be found in the Virtual Meeting Guide that has been released in conjunction with this Notice of Meeting. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible. If you have any questions on how to attend the Meeting online, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am – 5.00pm Monday to Friday.

Attend the meeting in person

The venue for the Meeting for those Shareholders attending in person is Akarana | Hyundai Marine Sports Centre, 8/10 Tamaki Drive, Orakei, Auckland 1071.

PROXIES AND REPRESENTATIVES

If you are unable to attend the Meeting in person or online, you may appoint a proxy or representative (in the case of a corporate Shareholder) to attend and vote on your behalf.

You may appoint a proxy in the following ways:

- Appoint a proxy/corporate representative Online by going to: www.investorvote.co.nz. Use the control number then your CSN/ Shareholder number found on the Proxy Form and post code or country of residence (if outside New Zealand) to securely access Investor Vote; or
- Complete the attached Proxy/Voting form.

The notice appointing a proxy or representative must be received by Computershare Investor Services Limited not later than **10.30am (NZST) on Tuesday 5 August 2025**. If you wish to appoint a proxy, please review the proxy form which provides information on how to make this appointment.

A proxy or representative does not need to be a Radius Care Shareholder.

The appointment of a proxy or representative does not preclude a Shareholder from attending and voting in person or online at the Meeting. However, please note that your proxy will not be able to vote at the Meeting unless you have provided a voting direction or discretion. If you do not provide an election in respect of the resolutions, your direction is to abstain. If you make more than one election in respect of any resolution your vote will be invalid on that resolution.

If your named proxy does not attend the meeting or you do not name a person as your proxy but otherwise have completed your proxy form in full, the Chair of the Meeting will act as your proxy. The Chair will vote only in accordance with your express directions in the proxy form.

You may appoint the Chair of the Meeting as your proxy. If you appoint the Chair of the Meeting as your proxy and elect to give him discretion on how to vote, then he intends to vote your Shares in favour of the resolutions.

ORDINARY RESOLUTIONS

Resolutions 1, 2, and 3 must be passed by an ordinary resolution of Shareholders, i.e. by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolution in person, online or by proxy.

Under NZX Listing Rule 6.3, the persons to whom share rights are to be offered (named in Explanatory Note 3) may not vote on Resolution 3. They may however vote as proxy in accordance with the express instructions of the Shareholder appointing the proxy. They may not vote as proxy if voting is at their discretion, whether on resolutions set out in the notice, or on resolutions proposed at the meeting.