



NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2019 Annual Meeting of Shareholders of Green Cross Health Limited (“the Company”) will be held at the Ellerslie Event Centre 80 Ascot Avenue Greenlane Auckland on Tuesday, 30th of July 2019 at 2.30 pm.

BUSINESS:

- A. Chair’s Address
- B. Group Chief Executive Officer’s Address
- C. Financial Statements and Reports
- D. Resolutions

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

- 1. That Dr Tony Edwards be re-elected as a Director of the Company.
- 2. To authorise the Directors to fix the remuneration of the Auditor for the ensuing year.

To consider and, if thought fit, to pass the following special resolution:

- 3. That by way of a special resolution effective from the date of the Annual Meeting, the existing constitution of the Company be revoked and a new constitution, in the form presented to the meeting, and referred to in paragraph 2 of the explanatory notes, is adopted as the constitution of the Company.
- E. To consider any other matter that may be properly brought before the Annual Meeting.

Proxies and voting

Any shareholder who is entitled to attend and vote at the meeting may instead appoint a proxy to attend and vote on their behalf. The Chairman of the Company is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chairman intends to vote any undirected proxies in favour of the resolutions.

If you wish to appoint a proxy please complete the enclosed proxy form and mail to:

Computershare Investor Services limited
Private Bag 92119
Auckland 1142

Alternatively you can complete a proxy form online at www.investorvote.co.nz you will need your CSN/security holder number and FIN to vote on line.

In either case, for your vote to be effective, it must be received not less than 48 hours before the time of holding the meeting.

Note

Biographical information relating to the director standing for re-election at the meeting can be found below.

Revocation and Adoption of New Constitution Explanatory Note

1. On 1 January 2019, NZX introduced new Listing Rules (the “**New Rules**”). Each listed company is entitled to select a time between 1 January and 1 July 2019 at which it will transition to be governed by the New Rules, rather than by the rules previously in force (the “**Previous Rules**”). Green Cross Health (GXH) elected to transition to the New Rules on 29 March 2019.
2. To comply with the New Rules, GXH needs to amend its constitution. An amended constitution has been prepared. A copy, marked to show the changes from the existing constitution, is available on www.greencrosshealth.co.nz or may be obtained on request to **Lisa Getkate at Millennium Centre, Ground Floor Building B, 602 Greath South Road, Ellerslie (09 571 9088)**.
3. A summary of the significant changes to the constitution is set out below. In principle, the changes proposed are limited to those required to comply with the New Rules, to update relevant references to the Company name and legislation, and to allow for electronic notices and participation in meetings by electronic means. Unless expressly stated otherwise, reference to clause numbers below are references to clause numbers in the constitution as proposed to be amended.
4. **Summary of significant changes:**

(a) *Directors*

The rules requiring regular retirement and re-election of directors have been changed as follows:

- Under the Previous Rules, one third of the directors, or the number nearest one third, must retire at the annual meeting in each year, and are eligible for re-election. The directors to retire are those who have been longest in office.
- Under the New Rules, a director may not hold office, without being re-elected, past the third annual meeting after his or her appointment or re-election, or for three years, whichever is the longer.

The Previous Rules provided that executive directors were not required to retire by rotation. That exception has been removed. The requirement that the term of appointment of an executive director not exceed five years has also been removed. Green Cross currently has no executive directors.

The constitution has been amended to reflect these changes made by the New Rules (clauses 11.6, 11.7, 11.16 and 11.17).

(b) *Voting at Meetings*

The New Rules require that all voting at shareholders’ meetings must be conducted by way of a poll. A provision has been added to the constitution that the chairperson of a shareholders’ meeting will always require a poll to be conducted (clause 5.1 of Schedule 2).

(c) *Other Changes*

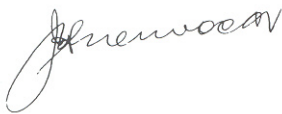
The following other changes have been made:

- The Company’s name has been updated.

- Changes to the definitions in the constitution, and various other less significant wording changes, have been made to reflect the provisions of the New Rules.
 - References to legislation have been updated to refer to current legislation or where the legislation is no longer in force, references to repealed legislation have been deleted.
 - Provisions which are no longer relevant (e.g. in previous clause 11.3) have been removed.
 - Provisions have been added or changed to allow for the giving of notices by electronic means and participation in meetings by electronic means.
 - Making consequential alterations in numbering and fixing typographical errors.
5. Pursuant to the Companies Act 1993, the proposed amendments must be approved by a special resolution of shareholders. As the amendments to the constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares, the shareholder minority buy-out rights under the Companies Act 1993 do not apply.

Afternoon Tea will be served at the conclusion of the meeting.

For and on behalf of the Board



Jim Greenwood
Company Secretary

Dated: 27 June 2019



Biographical information relating to the director standing for re-election

Tony Edwards, Independent Director

Dr Tony Edwards is a founding Director and shareholder of The Doctor's Group, which originated in Napier in 1989. The Doctor's Group became part of Radius Medical in 2005, which was in turn acquired by Green Cross Health (then Pharmacybrands) in 2011. The Doctors is the primary brand of medical centres for Green Cross Health Medical.

Tony is currently chair of Te Matau a Maui Health Trust which is the owner of Health Hawke's Bay Limited. He continues in his part time integrative Medical Practice at The Doctors Napier.

