

NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS

NOTICE OF MEETING

Notice is hereby given that the 2017 Annual Meeting of Shareholders of Abano Healthcare Group Limited (the "Company") will be held in the Remuera Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland on **Monday 25 September 2017, commencing at 11.00am.**

AGENDA

- 1. CHAIRMAN AND MANAGEMENT PRESENTATIONS**
- 2. SHAREHOLDER DISCUSSION**
- 3. RESOLUTIONS**

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

RESOLUTION 1

To record the reappointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditor's remuneration.

RESOLUTION 2

That Ms Philippa (Pip) Dunphy, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

RESOLUTION 3

That Mr Murray Boyte, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting.

- 4. OTHER BUSINESS**

The Board of Abano invites attendees to join them for light refreshments at the end of the Meeting.

By Order of the Board of Directors



Rachel Walsh
Authorised Officer
28 August 2017

EXPLANATORY NOTES

RESOLUTION 1

FIX THE REMUNERATION OF THE AUDITOR

Pursuant to 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.

RESOLUTIONS 2 AND 3

RE-ELECTION OF DIRECTORS

Under NZX Main Board Listing Rule 3.3.11 and clause 11.6 of the Company's constitution, at least one third of Directors, or if their number is not a multiple of three, the number nearest to one third, are required to retire from office at the Annual Meeting. Those who retire are eligible for re-election at the Annual Meeting. The Directors required to retire are those who have been longest in office since their last election.

Accordingly, Ms Pip Dunphy and Mr Murray Boyte both retire by rotation and, being eligible, offer themselves for re-election.



PIP DUNPHY BHortSci, CFA, CMIInstD

TERM OF OFFICE: Appointed 25 September 2012

BOARD RESPONSIBILITIES: Deputy Chair, Independent Director, Chair of the Risk Assurance & Audit Committee

Pip has worked as a non-executive director for the last 11 years and is experienced in the areas of capital markets, finance and investment management. She also has governance experience in the health sector, with previous directorships including ACC and Crown Health Financing.

In addition to the Abano Board, Pip is currently a director of First Gas, the Fonterra Shareholders' Fund, NZ Superannuation Fund, Chubb Insurance and Transpower.

The Board has determined that Pip is an Independent Director and supports her re-election.



MURRAY BOYTE BCA, CMIInstD, CA, MAICD

TERM OF OFFICE: Appointed 26 February 2015

BOARD RESPONSIBILITIES: Independent Director, Member of the Governance & Remuneration Committee

Murray resides in Australia and has extensive operating and strategic experience in the trans-Tasman business market, which continues to be beneficial as Abano increases the growth of its trans-Tasman dental business.

From 2002 to 2015, Murray was chief executive officer of Ariadne Australia Limited, an ASX-listed investment company with a diversified investment strategy and operations in Australia and New Zealand. He has held a number of governance positions in the transport, financial services, investment and health services industries, and has a sound understanding of the Australian and New Zealand investment market and regulatory framework.

The Board has determined that Murray is an Independent Director and supports his re-election.

PROCEDURAL NOTES

ENTITLEMENT TO VOTE

The only persons entitled to vote at the Annual Meeting are registered shareholders as at **5.00pm on Friday 22 September 2017**. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder who is entitled to vote at the Annual Meeting may appoint a proxy (or in the case of a corporate shareholder, a representative) to attend and vote on their behalf. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Meeting, or another person, to act as proxy.

A shareholder wishing to appoint a proxy can do so by:

- completing the enclosed Proxy/Voting Form and returning it by mail or fax to Computershare Investor Services Limited; or
- appointing a proxy online at www.investorvote.co.nz in accordance with the instructions set out in the enclosed Proxy/Voting Form,

so as to ensure it is received by **11.00am on Saturday 23 September 2017** (being 48 hours before the time for holding the Annual Meeting).

The address details for Computershare Investor Services Limited are: Private Bag 92119, Auckland 1142. Fax +64 9 488 8787 or email corporateactions@computershare.co.nz.

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as s/he sees fit. If you wish to give your proxy discretion, you must mark the appropriate boxes to grant your proxy that discretion. If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your instruction will be to abstain. If you mark more than one box on an item, your vote will be invalid on that item.

The Chairman of the Meeting and the Directors intend to vote proxies granted to them and marked 'Proxy Discretion' in favour of the resolutions.

Please see the Proxy/Voting Form for further details and instructions.

RESOLUTIONS

All of the resolutions notified for the Annual Meeting in this Notice of Meeting are ordinary resolutions and require approval by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

QUESTIONS

The Company offers a facility for shareholders to submit questions to the Board in advance of the Annual Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of the Company, and questions which relate to the resolutions. The Company has the discretion as to which of these questions will be addressed at the Annual Meeting. Please submit questions by email to enquiries@abanohealthcare.co.nz. Please write 'Questions from Shareholders' in the subject line of the email. There will also be the opportunity for shareholders to ask questions at the Annual Meeting.

PRESENTATIONS

The Chairman and Management presentations from the 2017 Annual Meeting will be released to the NZX and published on the Company website at the link set out below. A recording of the meeting will be available on the Company website at the link set out below within 48 hours. A summary of the proceedings will be available as soon as practicable following the close of the Annual Meeting on the Company website at www.abanohealthcare.co.nz/annualmeeting.

2017 ANNUAL REPORT

The Annual Report (including the Annual Review and audited financial statements) for Abano Healthcare Group Limited for the year ended 31 May 2017 are available on the Company website at www.abanohealthcare.co.nz/reports.

ABANO HEALTHCARE GROUP LIMITED

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