

**KIRSTY**  
WARBURTON  
Facility Manager



# NOTICE OF ANNUAL GENERAL MEETING 2020

DEDICATED TO AGED  
CARE WITH DIGNITY  
FOR OVER 25 YEARS

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OUR PEOPLE OUR CARE

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# NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS GIVEN THAT THE 2020 ANNUAL GENERAL MEETING OF REGIS HEALTHCARE LIMITED (REGIS OR THE COMPANY) WILL BE HELD AS A VIRTUAL MEETING AT [HTTP://AGMLIVE.LINK/REG20](http://agmlive.link/REG20) ON TUESDAY, 27 OCTOBER 2020, COMMENCING AT 10:00 AM (AEDT).**

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*In light of the potential health risks and the Government restrictions imposed in response to the COVID-19 pandemic, the AGM will be held as a virtual meeting. Shareholders and guests will not be able to attend the 2020 AGM physically, but will instead be able to view and participate in the virtual meeting online at <http://agmlive.link/REG20> or via the appointment of a proxy. Further information on how to participate virtually is set out in this Notice and the Online Platform Guide.*

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## HOW TO PARTICIPATE IN THE 2020 AGM VIRTUALLY

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### **WATCH AND PARTICIPATE LIVE ONLINE**

Shareholders and proxyholders can watch, vote, make comments and ask questions during the AGM via the online platform at: <https://agmlive.link/REG20>.

To do this, you will need a computer or mobile/tablet device with internet access.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time.

**Shareholders:** When you log onto the online platform, you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a Shareholder.

**Proxyholders:** When you log onto the online platform, you will need your proxy code which Link Market Services will provide via email no later than 48 hours prior to the meeting.

Further information on how to use the AGM online platform to participate in the meeting is available in the Online Platform Guide at <https://www.regis.com.au/investor-information/forward-calendar/>.

### **OTHER OPTIONS FOR VOTING**

Shareholders who are unable to join us at the AGM are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by following the instructions on the Proxy Form. The Proxy must be received by Link Market Services no later than 10.00 am (AEDT) on Sunday, 25 October 2020 to be valid.

Even if you plan to attend the virtual meeting, you are still encouraged to submit a directed proxy in advance of the meeting. This will ensure your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

### **OPTIONS FOR ASKING QUESTIONS**

All Shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform, including an opportunity to ask questions of the Company's external auditor, Ernst & Young.

Shareholders who prefer to submit questions in advance of the AGM to the Company or to the auditor are invited to do so. Questions to the auditor should relate to the content of the Audit Report or the conduct of the audit.

A Shareholder Question Form is available on the Company's website: <https://www.regis.com.au/investor-information/forward-calendar/>.

Written questions must be received by the Company or Link Market Services Limited by no later than **5.00pm (AEDT) on Tuesday, 20 October 2020**, and can be submitted online or by email: [companysecretary@regis.com.au](mailto:companysecretary@regis.com.au).

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available during the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

## TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10.00am (AEDT) on Sunday, 25 October 2020, even if they plan to attend the meeting online.

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## AGENDA ITEMS

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### 1. ANNUAL FINANCIAL REPORT

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2020.

### 2. ELECTION OF DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That Graham Hodges, being eligible, be re-elected as a Director of the Company.

### 3. REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2020 be adopted.

*Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.  
A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).*

**The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.**

By Order of the Board  
Date: 25 September 2020



**MARTIN BEDE**  
COMPANY SECRETARY

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## NOTES RELATED TO VOTING

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### 1. ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at **7:00 pm (AEDT) on Sunday 25 October 2020** will be entitled to attend and vote at the Annual General Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy, by attorney, or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, Shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

### 2. VOTING EXCLUSIONS RESOLUTION 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 30 June 2020 or their closely related parties (such as certain family members, dependents and companies they control), regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

### 3. VOTING BY PROXY

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes related to voting, and the proxy form).

A Shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Unless the Chairman of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolution 3, unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 3.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote 'for', 'against' or to 'abstain' from voting). If you do not mark a box next to resolution 3, then by signing and submitting the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolution 3 even though it is connected with the remuneration of the Company's KMP.

The Chairman intends to call a poll on each of the resolutions set out in this Notice of Meeting. On a poll, if:

- a Shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that Shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution, the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the Shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that Shareholder.

Please note that for proxies without voting instructions that are exercisable by the Chairman of the meeting, the Chairman intends to vote all available proxies in favour of each resolution.

#### **4. SUBMITTING A PROXY**

A proxy can be submitted in one of the following ways:

<b>Online:</b>	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>
<b>Mail:</b>	Regis Healthcare Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
<b>Facsimile:</b>	+61 2 9287 0309
<b>By hand:</b>	delivering it to Link Market Services Limited during business hours (Monday to Friday, 9:00am – 5:00pm) Level 12 680 George Street Sydney NSW 2000

To be effective, a proxy must be received no later than 10.00am (AEDT) on Sunday, 25 October 2020.

#### **5. CORPORATE REPRESENTATIVES**

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). Evidence of the appointment, including any authority under which it has been signed, must be received by the Company prior to the commencement of the meeting, unless it has previously been given to the Company.

#### **6. VOTING BY ATTORNEY**

A Shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may, but need not be, a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 10:00 am (AEDT) on Sunday 25 October 2020.

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2020 Annual General Meeting.

## 1. ANNUAL FINANCIAL REPORT

*The Corporations Act 2001* (Cth) requires:

- the reports of the Directors and Auditors; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2020,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

The Annual Report is available on the Company's website at <https://www.regis.com.au/investor-information/publications/>.

## 2. ELECTION OF DIRECTORS

### RE-ELECTION OF GRAHAM HODGES

The Company's Constitution and Listing Rule 14.4 states that no Non-Executive Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected, and the Company must hold an election of Directors each year.

In accordance with the Company's Constitution, Mr Graham Hodges will stand for re-election as a Non-Executive Director, having last been elected by Shareholders on 27 October 2017.

Prior to submitting himself for re-election, Mr Hodges confirmed that he will continue to have sufficient time to fulfil his duties as Director of the Company.

The Board has reviewed the performance of Mr Hodges and is satisfied that he continues to bring diligence, commitment, valuable expertise and experience to the deliberations of the Board and its Committees.

Graham has been a Non-Executive Director since August 2017 and was appointed Chairman on 1 July 2018. He has extensive international experience in the financial services industry with a career spanning more than 35 years. He commenced his career in Commonwealth Treasury, Canberra where he worked for approximately 10 years before being seconded to the International Monetary Fund in Washington for several years.

For 28 years, Graham built an executive career at the Australian and New Zealand Banking Group Limited and most recently was the Deputy Chief Executive Officer, ANZ Banking Group Ltd. Graham is currently a Director of AmBank and Assemble Communities Pty Ltd as Nominee of Assemble Holdco 1 Pty Ltd, and was previously Chairman of ANZ SAM Board (Special Assets Management) and Director of Esanda, ANZ Wealth, and the Government's Aged Care Financing Authority.

Graham holds a Bachelor of Economics (Hons) degree from Monash University.

Currently, Graham is the Chairman of Regis Healthcare's Board, and is a member of the Audit, Risk and Compliance Committee and the People and Remuneration Committee.

The Board considers Graham to be independent.

Should approval be given for Graham to be re-elected he will continue to act as a Director of the Company.

#### **RECOMMENDATION**

The Board (with Graham Hodges abstaining) recommends that Shareholders vote **in favour** of resolution 2.

#### **3. REMUNERATION REPORT**

Shareholders will have a reasonable opportunity during the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on page 64 of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2020.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting the remuneration policy for future years.

#### **RECOMMENDATION**

The Board recommends that Shareholders vote **in favour** of the adoption of the Remuneration Report.



