

# IRUA

B I O S C I E N C E

Notice of the 2022 Annual Meeting  
of the Shareholders

## Notice of Annual Meeting of Shareholders

14 September 2022

Dear Shareholder

The 2022 Annual Meeting of Rua Bioscience Limited (**Rua**) will be a hybrid meeting held at 10.00am (New Zealand time) on 12 October 2022 at Waikanae Surf Club, 280E Grey Street, Awapuni, Gisborne and online via Computershare Investor Services Limited's (**Computershare**) meeting platform, <https://meetnow.global/nz> commencing at 10:00am.

If Rua is prevented from being able to hold the Annual Meeting in person on the meeting date in Gisborne as a result of COVID-19 restrictions in place on the meeting date, shareholders will only be able to join the meeting online via Computershare's meeting platform <https://meetnow.global/nz>. When participating online, shareholders will require their shareholder number, found on the enclosed proxy form for verification purposes. Details on how to participate online are set out below under the heading "Online Participation Details".

### Items of Business

1. **Company Overview**
2. **Chair's Address**
3. **Managing Director's Presentation**
4. **Annual Results Presentation**
5. **Shareholder Questions**

To consider any shareholder questions submitted prior to the Annual Meeting (to the extent these questions have not already been addressed in the Chair's Address, the Chief Executive Officer's Presentation or the Annual Results Presentation).

For further details, see Explanatory Note 1.

### 6. **Ordinary Resolutions**

To consider and, if thought fit, pass the following Ordinary Resolutions, requiring approval by a simple majority of the votes of shareholders entitled to vote and voting:

#### 6.1. **Auditors Remuneration**

*Resolution 1:* That the Board be authorised to fix the auditor's remuneration.

For further details, see Explanatory Note 2.

#### 6.2. **Election of Directors**

*Resolution 2:* That Trevor Burt, who retires and is eligible for re-election, be elected as a director of Rua.

*Resolution 3:* That Brett Gamble, who retires and is eligible for re-election, be elected as a director of Rua

*Resolution 4:* That Teresa Ciprian (appointed by the board as a director from 1 August 2022), who retires and is eligible for re-election, be elected as a director of Rua.

For further details, see Explanatory Note 3.

## **7. General Business**

To consider any other business that can be properly brought before the meeting.

The Board and Management invite attendees to join them for light refreshments at the end of the Meeting.

### **Further Information and Explanatory Notes**

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

### **Attendance and Voting**

Your rights to vote may be exercised by:

- (a) Attending and voting in person or online; or
- (b) Appointing a proxy (or representative) to attend and vote in your place. The proxy need not be a shareholder of Rua and the form of appointment of a proxy and voting instructions accompany this Notice of Meeting. You can appoint a proxy online or complete and send the Proxy Voting Form (enclosed with this Notice of Meeting) by post, email (as a scanned attachment) so that it is received by Computershare by no later than 48 hours before the time for holding the Annual Meeting (i.e., before 10.00 AM 10 October 2022).

### **Online Participation Details**

To access the meeting via Computershare's meeting platform <https://meetnow.global/nz>, click 'Go' under the Rua Bioscience Limited meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari, or Edge to access the meeting. Please ensure your browser is compatible.

I look forward to seeing you at the Annual Meeting and thank you for your ongoing support.

By order of the Board.

**Trevor Burt**

Chairman

14 September 2022

## Explanatory Notes

### Note 1 – Shareholder Questions

Shareholders may submit written questions to be considered at the Annual Meeting. Written questions should be sent by email to hamish.white@ruabio.com with the reference to “Annual Meeting” in the subject line or by post to “Annual Meeting”, Rua Bioscience Limited, 1 Commerce Place, Awapuni, Gisborne 4071. Rua reserves the right not to address any questions that, in the Board’s opinion, are not reasonable to address in the context of an annual meeting, or any question received fewer than 5 working days prior to the Annual Meeting.

### Note 2- Auditor’s Remuneration

#### *Resolution 1*

PricewaterhouseCoopers is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor under section 207S of the Companies Act 1993.

### Note 3 – Election of Directors

#### *Resolutions 2 and 3 – Re-election of Trevor Burt and Brett Gamble as Directors*

This is the second annual meeting for Rua since it became an issuer (as that term is defined in the NZX Listing Rules). In accordance with Rua’s constitution and NZX Listing Rule 2.7.1, no director may hold office (without re-election) past the third annual meeting following the director’s appointment or re-election, or for three years after that time, whichever is longer.

Trevor Burt and Brett Gamble have elected to retire at the Annual Meeting and seek re-election.

To be appointed as a director, a candidate must be approved by Ordinary Resolution, which means a simple majority of the votes cast on the resolution for appointment of the candidate must be in favour of the resolution.

The Board has determined that:

1. Trevor is an independent director; and
2. Brett is not an independent director.

The Board unanimously recommends that shareholders vote in favour of resolutions 2 and 3.

The candidates’ biographical information is set out below:

#### Trevor Burt, CHAIRMAN, INDEPENDENT DIRECTOR:

BSc, Chartered Fellow of the Institute of Directors.

Trevor brings extensive corporate executive and governance experience to Rua Bioscience, having served in global executive roles with a Fortune 500 company, on the boards of innovative agricultural companies such as NZX-listed PGG Wrightsons, Silver Fern Farms and Market Gardeners NZ, and as Chair of Lyttleton Port and Ngai Tahu Holdings and the New Zealand Lamb Company. Trevor was appointed as Director and Chairman of Rua in August 2019.

Brett Gamble, NON-EXECUTIVE DIRECTOR:

BCom, Chartered Accountant (member of CA ANZ).

Brett is an investment and finance specialist with global connectivity having lived and worked in USA, UK, Australia, and New Zealand. He is currently CEO of Gough Investments and Executive Director of Alvarium Investments (NZ). Brett is also a current Director of Alvarium Investments Australia, Mike Greer Homes, Mojo Coffee and Mobile Medical Technologies and was previously Chair of Enable Networks and a director of Southbase Construction. Brett also Chairs a South Island based cancer charity Chalky Carr Trust. Brett was appointed a Director of Rua in November 2019.

*Resolution 4 – Election of Teresa Ciprian as Director*

Pursuant to clause 15.5 of the Constitution, any Director appointed by the Board must not hold office (without re-election) past the next Annual Meeting following the Director's appointment.

Teresa Ciprian was appointed by the Board as an independent non-executive director on 1 August 2022. Teresa retires in accordance with clause 15.5 of the Constitution and offers herself for election at the Annual Meeting.

The Board has determined that Teresa Ciprian is an independent director, and unanimously supports her re-election.

Teresa's biographical information is set out below:

Teresa Ciprian, NON-EXECUTIVE DIRECTOR:

Chartered Member of the Institute of Directors.

Teresa has an exceptional background in highly competitive global FMCG businesses. A Chartered member of the Institute of Directors, Teresa brings strong governance capability having served on boards including Firstlight Foods Ltd, AgResearch, Prolife Foods, Food Standards Australia and New Zealand and Zespri. Teresa has a track record of helping develop highly capable leaders, strong brands, accumulating IP and seeing organisations flourish through continuous improvement.

*Consequences if either Resolution 2 or 4 is not passed*

If either Resolution 2 or 4 is not passed, then Rua will be in breach of NZX Listing Rule 2.1.1 which requires that there must be at least three Directors, at least two of whom must be Independent Directors. Rua would also be in breach of NZX Listing Rule 2.13.2 which requires that Rua's Audit Committee must have at least three members who are Directors and must have a majority of Independent Directors.

Also, if Resolution 3 is not passed, then Rua will not have a Director with an accounting and financial background, as required under NZX Listing Rule 2.13.2 in relation to the composition of NZAI's Audit Committee.

A breach of the above Listing Rules could result in NZX taking action in respect of any such breach, which could include (among other things) a suspension of quotation and trading of Rua shares until such time as those breaches are remedied.

If either Resolution 2 or 4 is not passed, Rua's remaining Director(s) will only be permitted to act in order to remedy the shortfall in Directors or to summon a shareholders' meeting, but for no other purpose (NZX Listing Rule 2.9).

#### **Note 4 – Voting by Proxy**

Any shareholder who is entitled to vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A shareholder wishing to appoint a proxy should complete and return the Proxy Voting Form (enclosed with this Notice of Meeting) in the manner specified on the Proxy Voting Form so that the form is received by Computershare no later than 48 hours before the time for holding the Annual Meeting (i.e., before 10:00am on 10 October 2022). A proxy need not be a shareholder of Rua. The Chair of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chair will vote as directed on any resolutions, and intends to vote any discretionary proxies in accordance with the Board recommendations, being in favour of all resolutions (to the extent permitted by the NZX Listing Rules and Rua's constitution).

To direct your proxy how to vote on the resolutions, you should tick the appropriate box on the Proxy Voting Form. If you appoint a proxy but do not tick one of the boxes in relation to a resolution, you will be deemed to have granted your proxy the discretion to cast your votes as he or she decides. In so doing you acknowledge that the proxy may exercise your right to vote even if he or she has an interest in the outcome of the resolutions (provided that interest does not disqualify him or her from voting under the NZX Listing Rules).

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

If you do not attend the Annual Meeting or appoint a proxy, then no vote will be exercised in respect of your shareholding.

#### **Entitlement to Vote**

All persons on Rua's register of shareholders as the holders of shares at 5:00 p.m. on 10 October 2022 will be entitled to vote on the resolutions at this Annual Meeting.

If you have appointed a proxy to attend the Annual Meeting in your place, you may still observe the Annual Meeting (but only your proxy may cast your votes).

Any corporation that is a shareholder may appoint a person as its representative to attend the Annual Meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. A corporation wishing to appoint a person must ensure that the representative brings an original of the notice appointing him or her to the meeting. To assist with administration of the Annual Meeting, Rua would be grateful if notices appointing representatives are delivered to Computershare Investor Services Limited at Private Bag 92119, Auckland 1142 or at [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz), at least 48 hours before the time for the holding of the Annual Meeting (i.e., before 10:00am on 10 October 2022).

Voting on all of the resolutions is to be by way of poll. No persons are restricted from voting on, or acting as a discretionary proxy in relation to, any of the resolutions referred to in this notice of Annual Meeting.

#### **Results**

Following the Annual Meeting, the results will be posted at [www.ruabio.com](http://www.ruabio.com) and on [www.NZX.com](http://www.NZX.com)