



Southern Cross
Health Insurance

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Southern Cross Medical Care Society

Notice of Annual General Meeting – 4 December 2024



The Annual General Meeting of members of the Southern Cross Medical Care Society

About this document

This Notice of Annual General Meeting (Notice of Meeting) is an important document and requires your attention. It should be read in its entirety. It has been prepared to advise you of the upcoming Annual General Meeting (Meeting) of the Southern Cross Medical Care Society (Society) and to assist you in understanding the resolutions to be put to members for consideration at the Meeting. The Board encourages you to read this Notice of Meeting and exercise your right to vote.

Instructions and further details on how to participate in the Meeting virtually are set out at the section titled 'Procedural notes and other information' in this Notice of Meeting and the accompanying Virtual Meeting Guide.

Date of the Meeting

Wednesday, 4 December 2024

Time of the Meeting

Commencing at 2.30 pm (NZDT)

Location

In-person:

The Society's office, Level 1, Te Kupenga, 155 Fanshawe Street, Auckland 1010 (details for transport and parking are set out at the end of this Notice of Meeting)

Online:

Virtually via Computershare's online meeting platform:
<https://meetnow.global/southerncross>

On Behalf of the Society Board

Jordan Levesque

Secretary
Southern Cross Medical Care Society

Order of business

A. Chair's address

B. Chief Executive's address

C. Chief Financial Officer's address

D. Annual Report and Financial Statements

To receive the Society's Annual Report and Financial Statements for the year ended 30 June 2024 (including the auditor's and appointed actuary's reports).

E. Resolutions

Members will be asked to consider and if thought fit, pass the following ordinary resolutions:

Re-election of Director

Resolution 1: To re-elect Julia Raue as a Director of Southern Cross Medical Care Society for an additional year until the 2025 Annual General Meeting.

Appointment of Trustee

Resolution 2: To appoint Dr Dwayne Crombie as a Trustee of Southern Cross Medical Care Society.

F. General business and member questions

Further information relating to the items of business are set out in the Explanatory notes.

Explanatory notes

Annual Report and Financial Statements

The Annual Report and Financial Statements (including the auditor's and appointed actuary's reports), can be viewed online before the Meeting under the 2024 reporting section at <https://www.southerncross.co.nz/about-southern-cross/society>.

Copies of the Annual Report and Financial Statements will also be available to members attending the Meeting.

RESOLUTION 1: Re-election of Director

Under the Rules of the Society (registered on 16 January 2023) (Rules), Rule 7.4 requires two Directors to retire at each Annual General Meeting. If the Directors are eligible, they may offer themselves for re-election at that Annual General Meeting.

To be eligible to hold office as a Director of the Society, an individual must meet and continue to meet the requirements of the fit and proper standard¹, the Rules and any other applicable law, and must not otherwise be disqualified. In addition, the majority of Directors must be ordinarily resident in New Zealand and not registered medical practitioners.

Directors Murray Jordan and Julia Raue will retire at the Meeting. Director Murray Jordan will not seek re-election and following his retirement, the Board will comprise of six Directors. Director Chris Black has been appointed by the Board to the role of Chair of the Society Board effective from the close of the Meeting.

Director Julia Raue, being eligible for re-election at the Meeting and nominated by the Board (which comprises at least two Qualified Members) in accordance with the Rules, will stand for re-election (refer to [page 4](#) for her profile). Julia Raue has been a Director of the Society for nine years since December 2015. Her re-appointment

for an additional year is proposed as an exception to the Society Board Charter to allow Director continuity over Society business during the 2025 calendar year. The Board has determined that Director Julia Raue is sufficiently independent to seek re-election.

The Board supports the re-election and re-appointment of Julia Raue as a Director for an additional year until the 2025 Annual General Meeting, and recommends that members vote in favour of Resolution 1.

RESOLUTION 2: Appointment of Trustee

The Rules of the Society provide that there will be three Trustees. The role of the Trustee of the Society is different to Directors. All property belonging to the Society vests in the Trustees who hold this property in trust for the benefit of the Society and its members.

Trustees are nominated from among the Directors and elected by members, and receive no additional remuneration for this role. To be eligible to hold office as a Trustee of the Society, an individual must not be disqualified from being appointed or holding office as a Director of the Society.

There is one Trustee vacancy this year following the retirement of Murray Jordan, and the Board has nominated Director Dwayne Crombie as the candidate for this vacancy. If supported, Dr Dwayne Crombie's appointment as a Trustee will take effect from the close of the Meeting (refer to [page 4](#) for his profile).

The Board supports the appointment of Dr Dwayne Crombie as a Trustee, and recommends that members vote in favour of Resolution 2.

¹ Under the Rules, 'fit and proper standard' means any fit and proper standards applicable to the Society issued by the Reserve Bank of New Zealand under section 36 of the Insurance (Prudential Supervision) Act 2010 and/or the Society's Fit and Proper Policy approved by the Board from time to time.

Director and Trustee profiles



Julia Raue

CMinstD, GAICD

Julia Raue joined the Society Board in 2015 and was appointed to the Boards of the Southern Cross Health Trust and Southern Cross Healthcare Limited in 2021, and to the Southern Cross Travel Insurance Board in 2022. She has a strong background in business and digital transformation across a number of sectors. Prior to moving into governance full-time in 2014, Julia was Chief Information Officer of Air New Zealand for nine years, winning a number of global awards including NZ CIO of the Year. She has significant governance experience including previous directorships with The Warehouse Group, Jade Software, Z Energy and Television New Zealand. Julia is currently chair of Move Logistics and a trustee and deputy chair of Global Women.



Dr Dwayne Crombie

MBChB, Dip ComH, MBA, NZCPHM

Dr Dwayne Crombie was appointed to the Boards of the Southern Cross Health Trust and Southern Cross Healthcare Limited in January 2022 and elected to the Society Board in December 2022. He has more than three decades of senior executive experience in both the public and private sectors, as well as extensive public, academic and private governance experience. Dwayne has worked for global healthcare organisation Bupa for more than 15 years in several Managing Director roles before retiring in 2022. For seven years until 2020 he led Bupa Health Insurance, the largest health insurer in Australia. Prior to this, Dwayne was CEO of Waitemata Health and Waitemata DHB. He is currently chair of Repromed New Zealand and InLife Independent Living.

Procedural notes and other information

Hybrid Meeting and questions

All Qualified Members² will have the option to attend and participate in the Meeting either in person, OR online through the Computershare Meeting Platform using a computer, laptop, tablet or smartphone.

To access the Meeting online, simply visit <https://meetnow.global/southerncross> and then click 'JOIN MEETING NOW'. The Meeting will open for registration 30 minutes prior to the start of the Meeting.

By using the Computershare Meeting platform, you will be able to watch the Meeting, vote, and ask questions online using your smartphone, tablet or desktop device. You will need the latest version of Chrome, Safari or Edge to access the Meeting. Please ensure your browser is compatible. Audio will stream through your selected device, so please ensure the volume control on your headphones or device is turned up.

If you are a Qualified Member, you will also need i) your Member Access Number (which can be found on your email invitation), and ii) your postcode, to register for the Meeting. Instructions on how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide (also available under the 2024 Annual General Meeting section at <https://www.southerncross.co.nz/about-southern-cross/society>).

Qualified Members will be able to vote on the resolutions and will have the ability to ask questions on their selected devices. The main themes for questions may be aggregated and then responded to at the Meeting, provided that the Society reserves the right not to address questions that, in the Chair's opinion, are not reasonable or appropriate in the context of an Annual General Meeting.

Qualified Members will still be able to appoint a proxy to vote for them, as they otherwise would, by following the instructions in this Notice of Meeting.

If you have any questions on, or need assistance with, the online process, please contact Computershare on +64 9 488 8777 between 8.30 am and 5.00 pm (NZDT) Monday to Friday.

Options on how to vote and proxy appointments

Votes may be cast by or on behalf of Qualified Members as follows:

- attending the Meeting in person or via the online Computershare Meeting Platform and voting during the Meeting
- casting a postal vote by electronic means in advance of the Meeting
- appointing a proxy by electronic means to attend the Meeting and vote in the Qualified Member's place.

Electronic postal votes³ and proxy appointments

To lodge an electronic postal vote or appoint a proxy, a Qualified Member must access the relevant unique link in the electronic communication (sent to the email address held by the Society for that Qualified Member).

After accessing that unique link, the Qualified Member may elect to cast an electronic postal vote on each of the resolutions by selecting the voting preference, indicating how the Qualified Member wishes to vote. **To be valid, that electronic postal vote must be cast no later than 2.30 pm (NZDT), Monday 2 December 2024.**

The Secretary for the Society is authorised by the Board to receive and count electronic postal votes at the Meeting, in accordance with Rule 13.13(b).

If a Qualified Member prefers to electronically appoint a proxy for the Meeting, they may do so (after accessing their unique link) by clicking on the 'Appoint a Proxy' box, entering the requested details of the proxy and selecting where indicated to submit that appointment. If a Qualified Member does not select any voting preference, or clicks 'Proxy Discretion' in respect of a resolution, the proxy will be entitled to vote as they see fit on that resolution.

To be valid, an electronic proxy appointment must be submitted no later than 2.30 pm (NZDT), Monday 2 December 2024. A proxy need not be a Qualified Member of the Society but, in order to vote at the Meeting, must attend the Meeting.

² Qualified Member means a fully paid-up member of the Society in respect of whom an adult premium is paid.

³ An electronic postal vote means you are submitting your vote, i.e. 'posting' your vote by electronic means.

Procedural notes and other information

Persons entitled to vote

Qualified Members are entitled to cast one vote in respect of each of the resolutions.

Voting at the Meeting will be, as has been the practice in the past, by way of poll.

Voting preferences and restrictions

The Chair of the Meeting, or any other Director, is willing to act as a proxy on behalf of Qualified Members who wish to appoint them for that purpose. The Chair of the Meeting and Directors who act as proxies on behalf of Qualified Members intend to vote any proxy discretion in favour of Resolutions 1 and 2, provided that Directors Julia Raue and Dwayne Crombie will abstain from voting any discretionary proxies given to them relating to their own re-election or appointment, as applicable.

Ordinary resolution

Each of Resolutions 1 and 2 will be considered separately and will be passed if approved by ordinary resolution at the Meeting. An ordinary resolution means a resolution passed by a simple majority of the votes of those Qualified Members entitled to vote and voting on the resolution.

Transport and parking

The City Link Bus and other buses from the North Shore and other parts of Auckland, stop on Fanshawe Street.

Parking options are at the following Wilson Carparks (all within a 3-minute walk): 115 Fanshawe Street, 36 Gaunt Street, or 58 Gaunt Street.



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