

# NOTICE OF 2024 ANNUAL SHAREHOLDERS MEETING

Notice is hereby given that the 2024 Annual Shareholders Meeting of Pacific Edge Limited will be held on Tuesday 24 September 2024, commencing at 1.00pm at:

**Venue:**

MUFG Corporate Markets  
Board Room  
Level 30, PwC Tower  
15 Customs Street West  
Auckland 1010

**Online:**

[www.virtualmeeting.co.nz/peb24](http://www.virtualmeeting.co.nz/peb24)



Dear Shareholder,

Pacific Edge Limited (**Company** or **Pacific Edge**) invites you to join us at our Annual Shareholders Meeting (**ASM**) on Tuesday 24 September commencing at 1.00pm. It will be held both online and in person in Auckland at the offices of our share registrar MUFG Corporate Markets, formerly known as Link Market Services.

In the 2024 financial year we continued to focus on our strategic initiatives, developing evidence for our advanced cancer diagnostic tests resulting in inclusion in clinical guidelines, gaining reimbursement certainty from Medicare and other healthcare payers and growing market adoption.

We cover this in detail in our Annual Report, which is available on our website:

<https://www.pacificedgedx.com/news-and-events/news/2024/pacific-edge-annual-report/>

The ASM will provide you with an opportunity to hear about Pacific Edge's progress and our response to the significant developments since we released our Annual Report in June.

At the time of writing this notice of meeting, we still do not have clarity on the outcome nor timeline for the proposed Local Coverage Determination 'Genetic Testing for Oncology' (DL39365) which could impact Medicare coverage of our tests. If the outcome is released prior to the meeting, we will have updated the market and we will be in a position to provide you more detail at the meeting on its implications for our strategy.

As announced to the NZX in March 2024, the ASM will also be my last as Chairman and as a Director of the Company and the last for Independent Director Mark Green who has elected to step down from the Board at the conclusion of the meeting. Mark and I are looking forward to sharing our reflections on our time with the company.

If you elect to attend the Meeting virtually, you will be able to watch the Meeting live, vote and ask questions online. Shareholders may also submit questions ahead of the meeting. Further details on how to do so are set out in this Notice of Meeting and the Virtual Annual Meeting Online Portal Guide, which is available online at: [https://bcast.linkinvestorservices.co.nz/MUFG/MUFG\\_VirtualMeetingGuide.pdf](https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.pdf).

If you cannot attend, we encourage you to complete and lodge the attached proxy form in accordance with the instructions on the back of that form.

We look forward to welcoming you to the Annual Meeting.

Sincerely,



**Chris Gallaher**  
Chairman

IMPORTANT DATES	
<b>1.00pm, Sunday, 22 September 2024</b>	Latest time for receipt of proxy forms and questions
<b>5.00pm on Friday 20 September 2024</b>	Record date and time for determining voting entitlements at the Meeting

## AGENDA

- Chairman, CEO and Executive Presentations
- Shareholder Discussion
- Resolutions

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

**RESOLUTION 1:** To record the re-appointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditor's remuneration for the ensuing year.

**RESOLUTION 2:** That Anna Stove who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**RESOLUTION 3:** That Anatole Masfen who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

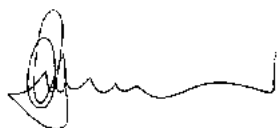
Further information relating to the Resolutions is set out in the Explanatory Notes.

- To consider any other ordinary business which may properly be brought before the Meeting.

Pacific Edge's Board and Management invite attendees in Auckland to join them for light refreshments at the end of the Meeting.

A copy of the Annual Meeting presentations will be released to the NZX and ASX on the day of the meeting and will be available to view on the Company's website [www.pacifiedgedx.com](http://www.pacifiedgedx.com).

By Order of the Board of Directors,



**Chris Gallaher**

Chairman

15 August 2024

**Please RSVP to the Pacific Edge Annual Shareholders Meeting via Eventbrite to help us cater for the event:** <https://www.eventbrite.co.nz/d/new-zealand--auckland/pacific-edge/>

*Please note you do not need to RSVP to attend the event in person or online.*

## EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules. The Resolutions to be put before shareholders are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the Resolution.

### RESOLUTION 1: AUDITORS’ REMUNERATION

Under 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.

### DIRECTOR ELECTIONS AND RE-ELECTION

Independent Directors Anna Stove and Anatole Masfen, in accordance with the Listing Rules governing the tenure of Directors, are retiring by rotation and being eligible are offering themselves for re-election.

Meanwhile, as announced to the NZX and ASX on 14 March 2024, Independent Chairman Chris Gallaher and Independent Director Mark Green have notified the Pacific Edge Board of their intention to retire. Mr Gallaher, in line with his long-standing plans for an orderly succession, has resolved to retire from the Board following the appointment of a successor Chairman and a structured handover. Mr Green, who is moving with his family to New York, wishes to reduce his New Zealand governance commitments and is to step down at the conclusion of the meeting, leaving his position vacant.

In the 2024 financial year, the Pacific Edge Board, as part of its programme of self-appraisal, reviewed the skills, capabilities, experience, and knowledge required for the Board to provide effective oversight of the Company’s strategy and support its commercial progress.

The outcome of the review is summarised in the skills matrix published in the latest Annual Report. It is on the basis of this review, and the Board’s broader self-review process, that Directors unanimously support the re-election of Anna Stove and Anatole Masfen as Directors of the Company. This review is also informing the ongoing process, led by the Board’s Nomination Committee, to recruit new Directors.

The Board acknowledges that, due to the retirement of Mark Green, it will have one less Director than its historical complement of seven Directors. However, the Board is confident that it can continue to provide the necessary oversight and support to the Company as it considers the recruitment of new Directors.

### RESOLUTION 2: RE-ELECTION OF ANNA STOVE AS A DIRECTOR

**FIRST APPOINTED:** 15 March 2021

**BOARD RESPONSIBILITIES:** Non-Executive Independent Director, People and Culture Committee (Chair)

NZX Listing Rule 2.7.1 provides that a Director must not

hold office (without re-election) past the third Annual Meeting after his or her appointment or re-election, or for three years, whichever is longer. Accordingly, Anna Stove retires by rotation and being eligible, has offered herself for re-election.

Anna has a successful track record in leading and driving transformational change within the Healthcare sector. She has significant Global business experience having held a variety of senior executive roles within Asia Pacific and Europe. Prior to stepping down from corporate life, Anna was the NZ General Manager of GlaxoSmithKline. She is now committed to growing businesses through best practice governance. Anna is also Chair of Rua Bioscience and TAB NZ.

The Board has determined that Anna is an Independent Director for the purposes of the Listing Rules and unanimously supports her re-election.

### RESOLUTION 3: RE-ELECTION OF ANATOLE MASFEN AS A DIRECTOR

**FIRST APPOINTED:** 1 April 2008

**BOARD RESPONSIBILITIES:** Non-Executive Independent Director, People and Culture Committee (Member), Capital and M&A Committee (Member)

NZX Listing Rule 2.7.1 provides that a Director must not hold office (without re-election) past the third Annual Meeting after his or her appointment or re-election, or for three years, whichever is longer. Accordingly, Anatole Masfen retires by rotation and being eligible, has offered himself for re-election.

Anatole is the co-founder of Artemis Capital, a private equity investment firm based in Auckland. He graduated from the University of Auckland with an MCom (Hons) in Finance and Economics.

Following that he spent eight years with Air New Zealand (and later the merged entity with Ansett Australia) holding senior positions in Pricing, Revenue Management and Systems implementation.

Anatole is a Director of numerous private companies and has significant knowledge of financial capital markets. As a long-standing Director of Pacific Edge and an investor in numerous medical and tech companies, Anatole has a detailed knowledge of the medical sector and future trends, in particular human sciences and disruptive technologies.

The Board has determined that Anatole is an Independent Director for the purposes of the Listing Rules. It is acknowledged that Anatole has been a Board member for more than 16 years. While this tenure is beyond the 12-year period identified in the NZX Corporate Governance Code as a factor that may cause questions on independence, the Board values the extensive knowledge Anatole brings to the Board table. The Board is satisfied that he continues to bring independent judgment to bear on issues before the Board and acts in the best interests of the Company and represents the interests of its shareholders generally. The Board therefore unanimously supports his re-election.

## IMPORTANT INFORMATION

### ATTENDING THE ANNUAL MEETING

Shareholders will be able to attend the Meeting in person, or will be able to attend and participate at the Meeting virtually via an online platform provided by Pacific Edge's share registrar MUFG Corporate Markets (formerly Link Market Services) at: [www.virtualmeeting.co.nz/peb24](http://www.virtualmeeting.co.nz/peb24).

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at: [https://bcast.linkinvestorservices.co.nz/MUFG/MUFG\\_VirtualMeetingGuide.pdf](https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.pdf).

If you propose to attend the Meeting, please bring the proxy form enclosed with this Notice of Meeting intact to the Meeting, as it contains a barcode required for registration at the Meeting.

If you propose to attend the Annual Meeting online via [www.virtualmeeting.co.nz/peb24](http://www.virtualmeeting.co.nz/peb24); you will require your shareholder number for verification purposes.

### VOTING

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at: 5.00pm on Friday 20 September 2024. Only the shares registered in those shareholders names at that time may be voted at the Annual Meeting.

Voting can be done in three ways:

1. by attending the Annual Meeting and submitting your vote;
2. by appointing a proxy to vote on your behalf at the Meeting; or
3. by participating in the Meeting virtually and voting.

### PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY

Any shareholder may appoint another person or persons as proxy to attend and vote on their behalf at the Meeting. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which is enclosed with this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online.

Either of the joint holders of a share may sign the proxy form. A proxy does not have to be a shareholder in the Company.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the Resolutions.

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along

to the Meeting evidence of their authority to act for the relevant corporation. Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Proxy forms must be received by MUFG Corporate Markets by 1.00pm on Sunday 22 September 2024.

Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Deliver in person to: MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010
- Email to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)
- Lodged online (see below)

### ONLINE PROXY VOTING

Shareholders may elect to lodge their proxy appointment online. You will need to go to the website of our share registrar, MUFG Corporate Markets: [www.vote.linkmarketservices.com/PEB](http://www.vote.linkmarketservices.com/PEB). You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

### SHAREHOLDER QUESTIONS

Pacific Edge offers the facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of Pacific Edge, and questions with regard to the Resolutions. There will also be the opportunity for shareholders to ask questions online during the Meeting.

Please submit questions by completing the section on the proxy form or online, or by email to [investors@pacifedge.co.nz](mailto:investors@pacifedge.co.nz) by 1.00pm on Sunday 22 September 2024. Please write 'Questions from Shareholders' in the subject line of the email.

### PRESENTATIONS AND PACIFIC EDGE FY24 ANNUAL REPORT

The Meeting presentations and voting results will be released to the NZX and ASX and published on the Company website at: [www.pacifedgedx.com/investors/shareholder-meetings/](http://www.pacifedgedx.com/investors/shareholder-meetings/).

A copy of Pacific Edge's latest Annual Report is publicly available, and copies of future shareholder reports will be available, on the Company website at: <https://www.pacifedgedx.com/investors/investor-center/>.

You may, at any time, request a free copy of the most recent and future Annual Reports. If you wish to do so, please update your communication preferences by visiting the MUFG Investor Centre at [www.linkmarketservices.co.nz](http://www.linkmarketservices.co.nz). Alternatively, your request can be emailed to [operations@linkmarketservices.com](mailto:operations@linkmarketservices.com) (please use 'PEB Annual Report' as the subject line for easy identification) or by contacting MUFG Corporate Markets (formerly Link Market Services) on +64 9 375 5998.