

Notice of Annual Meeting of Shareholders

On behalf of the Board of Directors, I am pleased to invite you to the 2022 Annual Meeting of Shareholders of Accordant Group Limited (AGL) which will be held both in person, at Link Market Services in Auckland, and online via live webcast, on 24 August 2022 at 10:00am (NZT).

Attendance in person:

Link Market Services, Level 30, PwC Tower, 15 Customs Street, Auckland, New Zealand

Attendance online:

www.virtualmeeting.co.nz/agl22

When: Wednesday 24 August at 10.00am (NZT)

Shareholders attending the meeting – both in person and online – will be able to vote and ask questions at the meeting. Shareholders can also pre-submit questions either online at <https://investorcentre.linkmarketservices.co.nz/voting/AGL> or using the enclosed proxy form. Questions will need to be submitted by 10.00am (New Zealand time) on Monday 22 August 2022.

If you cannot attend the Annual Meeting, I encourage you to complete and lodge the proxy form in accordance with the instructions on the back of that form so that it reaches Link Market Services by 10.00am (New Zealand time) on Monday 22 August 2022.

ITEMS OF BUSINESS:

1. Chairman's Introduction.
2. To note the consolidated financial statements for the year ended 31 March 2022.
3. CEO Report and Update.
4. Resolutions (see Explanatory Notes below):
 - **Director Elections** (Ordinary Resolutions)
In compliance with the rotation requirements of Listing Rule 2.7.1; two directors are due for re-election in 2022:
 - 4.1 **Nick Simcock** retires as a Director by rotation and being eligible offers himself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:
 - Re-elect Nick Simcock as a Director.
 - 4.2 **Richard Stone**
In accordance with Listing Rule 2.7.1, Richard Stone, who was appointed to the Board by the Directors with effect from 25 January 2022; is required to retire from office at this meeting. He offers himself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:
 - Re-elect Richard Stone as a Director.
 - **Auditors' Fees** (Ordinary Resolution)
 - 4.3 Authorise the Directors to fix the fees of the auditors for the year.

5. To note that Auditors Deloitte are re-appointed pursuant to Section 207T of the Companies Act 1993.
6. To note that the Directors anticipate issuing Restricted Shares to key staff pursuant to a Staff Share Incentive Scheme; and may redeem and cancel existing shares issued under the 2018, 2020 and 2021 Schemes, if staff holding shares resign from the Group during the year.
7. General Business.

The meeting will consider, in addition to the resolution relating to audit fees; the re-appointment of Nick Simcock and Richard Stone to the Board. The Board recommends you vote in favour of all resolutions.

You will also find enclosed a disclosure document in respect of the provision of financial assistance and the acquisition of restricted shares issued by the Company in connection with the Company's restricted share schemes. This disclosure document is required under the Companies Act 1993 and is provided to you for your information. You are not required to take any action in relation to it.

VOTING BY PROXY

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on that shareholder's behalf. A proxy need not be a shareholder of the Company. To appoint a proxy, a shareholder should complete and sign the proxy form included with the notice of meeting and return it to the office of the Company's Share Registrar.

Alternatively, proxy votes can be lodged online by viewing the Link Market Services website:

<https://investorcentre.linkmarketservices.co.nz/voting/AGL>

You will be required to enter your CSN/Holder number and Authorisation Code (FIN) to securely access the website, and then follow the prompts to appoint your proxy and exercise your vote.

For a proxy form to be valid, it must be received (either by post or online, as outlined above) no later than 10.00am (NZ time) on Monday 22 August 2022. If the form is sent by post, it must be received by that time at the offices of the Company's Share Registrar, Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142 or Level 30, PwC Tower, 15 Customs Street, Auckland, New Zealand.

We hope that you are able to attend the meeting.

For the Board,



Simon Bennett
Chairman
25 July 2022

EXPLANATORY NOTES

Election of Directors

Nick Simcock biography:

Nick joined the Board as an Independent Director in January 2018 after 15 years in Managing Director roles in New Zealand, Australia, and Asia/Pacific with Korn/Ferry Futurestep.

Nick brings deep industry expertise in recruiting, outsourcing, and talent management with a global perspective. Nick was the CEO and Director of a start-up SaaS payments business Wrap It Up, which was sold in 2017, and is a Director of a private family property company.

He is a Trustee on the Wellington Creative Capital Arts Trust, and was formerly on the Otago University Business School Board of Advisors. Nick is Chartered Member of the Institute of Directors.

Richard Stone biography:

Richard joined the Board as a non-executive ("non-independent") Director in January 2022, bringing extensive industry and corporate governance experience. Joining the human resources consulting industry in 1987, Richard went on to co-found three successful firms, the most recent of which was JacksonStone & Partners where he was Executive Chairman.

Prior to joining the Accordant Board, Richard worked alongside a range of Boards, advising on talent management and in particular the appointment of Chief Executives across the private sector and broad state sector.

Richard has held a number of governance roles in other enterprises. He has been Chairman of UNICEF NZ, President of the Wellington Chamber of Commerce, a Council member of Business NZ and a Director of Wellington NZ, the regional economic development agency. Presently, he is the Chairman of LifeFlight, the Wellington based rescue helicopter and aeromedical services provider, Chairman of Commerce Building Limited and a Director of Cape Horn Land Company Limited.

Auditors' Fees

Deloitte is currently Accordant Group Limited's auditors and will be automatically reappointed under section 207T of the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Shareholder Meeting.