

Fisher & Paykel Healthcare Corporation Limited

▶ **NOTICE OF ANNUAL
SHAREHOLDERS'
MEETING 2022 ●**

The Annual Shareholders' Meeting of Fisher & Paykel Healthcare Corporation Limited (NZBN 9429040719887 and ABN 69 098 026 281) (the company) will be held online at www.virtualmeeting.co.nz/FPH22 and in person at the Guineas Ballroom, Ellerslie Racecourse, Auckland, New Zealand on Wednesday, 24 August 2022 commencing at 2.00pm (NZST).

COVID-19 IMPLICATIONS

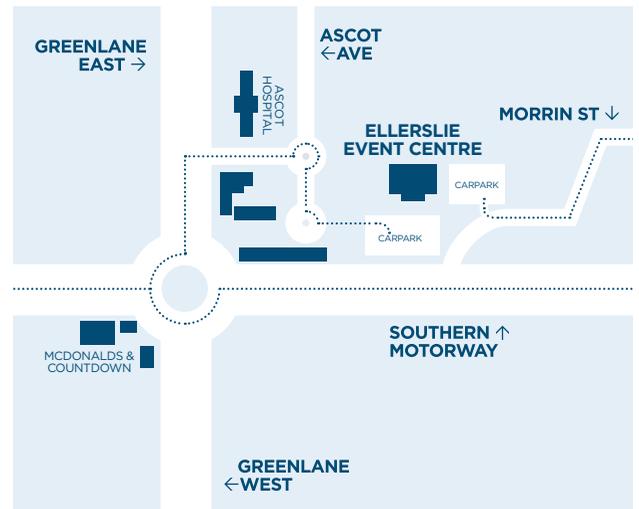
Health and safety is a top priority at Fisher & Paykel Healthcare, and the company has had a critical role to play as a manufacturer of healthcare products during the global pandemic. The company is closely monitoring the situation in New Zealand with regard to COVID-19. In the event of any significant developments, the company may, in its sole discretion, elect to hold the Annual Shareholders' Meeting as an online-only meeting if it considers there are potential risks to the health of meeting attendees or if an in-person meeting is prohibited by law. In such circumstances, the company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the company's website at www.fphcare.com/asm.

In order to manage the health and safety risks to our people and other stakeholders associated with holding an in-person meeting, the customary refreshments will not be provided and face masks may be required for those attending.

IMPORTANT DATES

Record date for voting entitlements for the Annual Shareholders' Meeting	5.00pm, Monday 22 August 2022 (NZST)
Latest time for receipt of postal votes and proxies	2.00pm, Monday 22 August 2022 (NZST)
Annual Shareholders' Meeting	2.00pm, Wednesday 24 August 2022 (NZST)

HOW TO GET TO THE ELLERSLIE EVENT CENTRE



BUSINESS

A. CHAIR'S ADDRESS

B. MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER'S REVIEW

C. FINANCIAL STATEMENTS

To receive and consider the financial statements and the auditor's report for the year ended 31 March 2022 as contained in the company's 2022 annual report.

D. RESOLUTIONS

To consider and, if thought appropriate, pass the following ordinary resolutions.

Re-Election of Directors

- (1) That Lewis Gradon be re-elected as a director of the company.
- (2) That Neville Mitchell be re-elected as a director of the company.
- (3) That Donal O'Dwyer be re-elected as a director of the company.

(See Explanatory Note 1)

Election of Directors

- (4) That Lisa McIntyre be elected as a director of the company.
- (5) That Cather Simpson be elected as a director of the company.

(See Explanatory Note 2)

Auditor's Remuneration

- (4) That the Directors be authorised to fix the fees and expenses of PwC as the company's auditor.

(See Explanatory Note 3)

Long Term Variable Remuneration issued to the Managing Director and Chief Executive Officer

- (7) That approval be given for the issue of up to 100,000 performance share rights to a total value of \$555,000 under the Fisher & Paykel Healthcare 2022 Performance Share Rights Plan to Lewis Gradon, Managing Director and Chief Executive Officer of the company.
- (8) That approval be given for the issue of up to 190,000 options to a total value of \$555,000 under the Fisher & Paykel Healthcare 2022 Share Option Plan to Lewis Gradon, Managing Director and Chief Executive Officer of the company.

(See Explanatory Note 4)

North America Stock Purchase Plan

- (9) That the Fisher & Paykel Healthcare Corporation Limited 2022 Employee Stock Purchase Plan be approved.

(See Explanatory Note 5)

Long Term Variable Remuneration Issue for North America Employees

- (10) That the Fisher & Paykel Healthcare Corporation Limited 2022 Performance Share Rights Plan – North America be approved.
- (11) That the Fisher & Paykel Healthcare Corporation Limited 2022 Share Option Plan – North America be approved.

(See Explanatory Note 6)

SHAREHOLDER QUESTIONS

Consideration of any shareholder questions raised during the meeting.

By Order of the Board of Directors



SCOTT ST JOHN, CHAIR
6 JULY 2022

PROCEDURAL NOTES

Persons entitled to vote

The persons who will be entitled to vote on the resolutions at the Annual Shareholders' Meeting are those persons who will be the shareholders of the company at 5.00pm on Monday, 22 August 2022 (NZST).

Casting a vote

The voting form enclosed with this notice allows you, or your proxy, to vote either for or against, or abstain from, each of the resolutions. Votes may be cast in any one of the following ways:

Meeting attendance

Attending in person:

Shareholders present at the Annual Shareholders' Meeting in person may cast their votes at the meeting. Download the "LinkVote" App available at the App Store or Google Play Store to vote at the meeting using your Apple or Android phone. Further detailed instructions will be provided on the day of the meeting. Alternatively, if you prefer to vote using a paper card, this option will be available.

Attending online:

To attend the meeting online please go to **www.virtualmeeting.co.nz/FPH22**. Shareholders attending online will be able to vote and ask questions during the Annual Meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide available at **<https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>**.

Online and postal voting prior to the meeting

Shareholders may directly cast a vote prior to the meeting online at **vote.linkmarketservices.com/FPH/** or by post by completing and lodging the enclosed voting form with the share registrar, Link Market Services Limited at PO Box 91976, Auckland 1142,

New Zealand, in accordance with the instructions set out on the form. In either case the vote must reach Link Market Services Limited not later than 48 hours before the time of the holding of the meeting (i.e. before 2.00pm on Monday, 22 August 2022 (NZST)). The Board has authorised Link Market Services to receive and count postal votes.

Proxy

Shareholders may appoint a proxy to attend the Annual Shareholders' Meeting and vote in their place.

A body corporate which is a shareholder may appoint a representative to attend on its behalf in the same manner as that in which it could appoint a proxy.

A proxy need not be a shareholder of the company. A shareholder who wishes to do so may appoint the Chair of the Meeting to act as proxy.

A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions (subject to the comments under "Voting Restrictions" below). If the Chair is appointed as proxy and the voting is left to his discretion, the Chair intends to vote in favour of each of Resolutions (1) to (11).

To appoint a proxy, go online to **vote.linkmarketservices.com/FPH/** or complete and lodge the enclosed voting form with the share registrar, Link Market Services Limited, in accordance with the instructions set out on the form. In either case the proxy must be received not later than 48 hours before the time of the holding of the meeting (i.e. before 2.00pm on Monday, 22 August 2022 (NZST)).

Voting Restrictions

The company will disregard any votes cast in favour of Resolutions (7) or (8) by Lewis Gradon and any of his associated persons (as that term is defined in the NZX Listing Rules).

The company need not disregard a vote cast in favour of Resolutions (7) or (8) if it is cast by any of the above people as proxy for a person who is entitled to vote, in accordance with an express direction on the proxy form.

Resolutions

All the Resolutions contained in this Notice of Meeting must be passed by an ordinary resolution of shareholders, i.e. by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person or by proxy.

NZX

This Notice of Meeting has been reviewed by NZX Limited (**NZX**) in accordance with NZX Listing Rule 7.1 and NZX has confirmed it does not object to this Notice. NZX does not take any responsibility for any statement in this Notice.

EXPLANATORY NOTES

EXPLANATORY NOTE 1 – RE-ELECTION OF DIRECTORS

Under NZX Listing Rule 2.7, a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is the longer.

Lewis Gradon, Neville Mitchell and Donal O'Dwyer are the Directors retiring in 2022. Being eligible, Lewis Gradon, Neville Mitchell and Donal O'Dwyer offer themselves for re-election.

All three Directors standing for re-election do so with the support of the Board, having considered the tenure, contribution to the Board, attendance, experience, other commitments and positions, and performance generally for each of Lewis Gradon, Neville Mitchell and Donal O'Dwyer.



Lewis Gradon

Lewis became Managing Director and Chief Executive Officer in April 2016. Prior to that, he spent 15 years as Senior Vice President – Products & Technology, and six years as General Manager – Research and Development. During his 39-year tenure with Fisher & Paykel Healthcare he has held various engineering positions overseeing the development of our range of products as well as the development of our manufacturing, quality, intellectual property, supply chain and clinical research functions.

The Board does not consider Lewis Gradon to be an independent Director because he is employed by the company.



Neville Mitchell

Neville was Chief Financial Officer and Company Secretary of Cochlear Limited between 1995 and 2017. He is a non-executive director of Sonic Healthcare and Q'Biotics Group and a former director of The Board of Tax, South East Sydney Local Health District, Osprey Medical and Sirtex Limited. Previously, he served on the New South Wales Medical Devices Fund, was Chairman of the Group of 100, and Chairman, Standing Committee (Accounting and Auditing), for the Australian Securities and Investments Commission.

Neville Mitchell is considered by the Board to be an independent Director.



Donal O'Dwyer

Donal is a director of nib Holdings Limited. From 1996 to 2003, he was with Cordis Cardiology (a division of Johnson & Johnson), initially as its president (Europe) and from 2000 to 2003 as its worldwide president. Prior to joining Cordis, Donal worked for 12 years with Baxter Healthcare, rising from plant manager in Ireland to president of the Cardiovascular Group, Europe (now Edwards Lifesciences). Previously he served on the boards of Cochlear Limited and Mesoblast Limited.

Donal O'Dwyer is considered by the Board to be an independent Director.

EXPLANATORY NOTE 2 - ELECTION OF DIRECTORS

Under NZX Listing Rule 2.7 a Director appointed by the Board must not hold office (without election) past the next annual meeting following the Director's appointment.

Lisa McIntyre was appointed by the Board as a Director of the company with effect from 1 October 2021 and Cather Simpson was appointed by the Board as a Director of the company with effect from 1 June 2022. Accordingly, Lisa McIntyre and Cather Simpson offer themselves up for election at the Annual Shareholders' Meeting.

Both directors stand for election with the support of the Board.



Lisa McIntyre

Lisa is a director of HCF Group, The University of Sydney, Studiosity, and Nanosonics. In addition to her current directorships, Lisa has previously been a director of a range of health entities, including those in healthcare insurance, clinical service delivery and medical research and innovation. Lisa spent 20 years as a senior strategy partner with LEK Consulting providing advice to companies in North America, Asia and Australia.

Lisa McIntyre is considered by the Board to be an independent Director.



Cather Simpson

Cather is a Professor of Physics and Chemical Sciences at the University of Auckland and a Partner at Pacific Channel, with expertise in lasers and photonics. She is a Director of SPIE, the International Society for Optics & Photonics and Founder Director for Orbis Diagnostics. Cather serves on the Advisory Boards of the Paihau-Robinson Research Institute at Victoria University and the New Zealand Product Accelerator. In 2010, Cather founded and directed The Photon Factory at the University of Auckland. She is a founder of three hard-tech start-ups, including Engender

Technologies, where she served as Chief Science Officer from 2011 to 2021.

Cather Simpson is considered by the Board to be an independent Director.

EXPLANATORY NOTE 3 – AUDITOR'S REMUNERATION

Under section 207T of the Companies Act 1993, PwC is automatically reappointed as the auditor of the company, and this resolution authorises the Board to fix the fees and expenses of the auditor in accordance with section 207S of the Companies Act 1993.

EXPLANATORY NOTE 4 – LONG TERM VARIABLE REMUNERATION ISSUED TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

Introduction

The Board believes that the issue of equity-based long-term variable remuneration instruments (LTVR Instruments) will provide appropriate alignment of participating employees with the total shareholder return of the company. LTVR Instruments also assist the company to attract, motivate and retain key employees in an environment where such employees are in high demand, both within New Zealand and internationally. LTVR Instruments will be issued to employees as a long-term component of remuneration provided to employees in accordance with the company's remuneration policy.

The LTVR Instruments proposed to be issued to Mr Gradon under NZX Listing Rule 4.6 do not require shareholder approval of the issue, given Mr Gradon's participation has been determined by criteria applying to employees generally under the company's LTVR Plans. However, the company has determined it will seek shareholder approval for the issue, consistent with its prior practice. If shareholders do not approve the proposed issue of LTVR Instruments to Mr Gradon, the Board will investigate alternative long-term variable remuneration arrangements for Mr Gradon.

Update of LTVR Plans in 2022

The Board has conducted a review of the LTVR Instruments currently provided to selected executives, managers and employees of the company. Following discussions with shareholders and proxy advisors over the past few years, the Board has approved minor modifications to the company's long-term variable remuneration arrangements. The company currently operates the following long-term variable remuneration arrangements (the **LTVR Plans**) under which LTVR Instruments will be issued to select executives, managers and employees:

- The Fisher & Paykel Healthcare 2022 Performance Share Rights Plan (the **2022 Performance Share Rights Plan**), under which performance share rights are issued. This has been introduced as a replacement for the 2019 Performance Share Rights Plan, which had in-turn replaced the Performance Share Rights Plan that was first introduced in 2012. Under the 2022 Performance Share Rights Plan, performance share rights vest and become exercisable for ordinary shares depending on the achievement of a designated total shareholder return hurdle on the third anniversary of the grant date. The main change in the 2022 Performance Share Rights Plan from the 2019 Performance Share Rights Plan is the removal of the provisions permitting re-testing of the performance share rights at the fourth and fifth anniversaries of the grant date. Under the new 2022 Performance Share Rights Plan, if the hurdle has not been met on the third anniversary of the grant date, the performance share rights lapse. The key terms of the 2022 Performance Share Rights Plan are set out on page 16 of this notice of meeting.
- The Fisher & Paykel Healthcare 2022 Share Option Plan (the **2022 Option Plan**). This has been introduced as a replacement for the 2019 Share Option Plan, which had in-turn replaced the 2003 Share Option Plan. Under the 2022 Option Plan, options vest and become exercisable for ordinary shares depending on share price performance relative to a cost of capital benchmark on the third anniversary of the grant date. The main change in the 2022 Option Plan is the removal of the

provisions permitting re-testing of the options at the fourth and fifth anniversaries of the grant date. Under the new 2022 Option Plan, if the performance hurdle has not been met on the third anniversary of the options being granted, the options lapse. The key terms of the 2022 Option Plan are set out on page 18 of this notice of meeting.

- The removal of the re-testing provisions results in a lower indicative fair value of each performance share right and option under the new LTVR Plans compared to the fair value of each performance share right and option that were issued by the company under previous plans. This is because there is more volatility in the likelihood of the performance share rights and options vesting under a single test point plan, as introduced in the new LTVR Plans.
- Following the annual shareholders' meeting, an independent valuation will be obtained from KPMG to determine the fair value of each performance share right and option to be issued this year. The number of instruments to be issued to employees is based on a set dollar amount divided by the valuation of the respective LTVR Instrument. A higher valuation would likely result in less LTVR instruments being issued, while a lower valuation would likely result in more LTVR Instruments being issued this year.

Shareholder approval being sought

Shareholder approval is being sought:

- under resolution 7, to issue up to 100,000 performance share rights to a total value of \$555,000 under the 2022 Performance Share Rights Plan; and
- under resolution 8, to issue up to 190,000 options to a total value of \$555,000 under the 2022 Option Plan,

in each case to Lewis Gradon, the Managing Director and Chief Executive Officer of the company. Mr Gradon is the only Director eligible to participate in new grants under the LTVR Plans. The company intends to issue these LTVR Instruments to Mr Gradon within one month of the date of the Annual Shareholders' Meeting.

The actual number of LTVR Instruments that will be issued to Mr Gradon this year will be calculated once the independent valuation is received following the annual shareholders' meeting. The number will be calculated by dividing the total value as approved by shareholders by the fair value of each instrument.

The tables on the following page compare the total value and maximum number of LTVR Instruments proposed to be issued to Mr Gradon this year against the total maximum number approved last year, as well as the actual total number and value of LTVR Instruments issued to Mr Gradon last year.

Performance Share Rights

2021

Total Value Issued	\$525,009
Fair Value per PSR	\$20.38
Actual Number Issued	25,761
Maximum Number Approved	60,000

2022

Total Value to be Issued	\$555,000
Fair Value per PSR	Valuation conducted by KPMG after ASM.
Maximum Number to be Issued	100,000

Options

2021

Total Value Issued	\$525,003
Fair Value per Option	\$7.13
Actual Amount Issued	73,633
Maximum Number Approved	190,000

2022

Total Value to be Issued	\$555,000
Fair Value per PSR	Valuation conducted by KPMG after ASM.
Maximum Number to be Issued	190,000

LTVR Instruments Total

2021

Total Value Issued	\$1,050,012
Actual Amount Issued	99,394
Maximum Amount Approved	250,000

2022

Total Value to be Issued	\$1,110,000
Maximum Amount to be Issued	290,000

As the removal of re-testing provisions results in a lower indicative fair value of each performance share right and option, in order to issue the intended total value to Mr Gradon, additional instruments will need to be granted (taking into account the fair value of each LTVR Instrument at the day of grant).

The company also intends to issue, pursuant to NZX Listing Rule 4.6, up to 2,210,000 LTVR Instruments in aggregate, to approximately 556 selected senior executives, managers and other employees of the company and its subsidiaries. Together with the maximum number of LTVR Instruments proposed to be issued to Mr Gradon, the company therefore intends to issue no more than a maximum aggregate of 2,500,000 LTVR Instruments to employees, including Mr Gradon, following the Annual Shareholders' Meeting.

The maximum aggregate number for which approval is sought equates to the issue of LTVR Instruments to acquire shares representing approximately 0.4% of the total ordinary shares on issue. If all 2,500,000 LTVR Instruments were exercised for shares, then shareholders would be diluted by this percentage amount. In 2021, the actual number of LTVR Instruments issued was 705,582.

A summary of the key terms of the 2022 Performance Share Rights Plan and 2022 Option Plan is set out below.

Key Terms of the 2022 Performance Share Rights Plan

The key terms of the 2022 Performance Share Rights Plan are:

- No amount is payable by a participant for the grant of performance share rights.
- One share right gives the participant the potential to exercise that performance share right for one ordinary share in the company at no cost.
- Whether (and how many) performance share rights become exercisable will depend on the company's gross total shareholder return (**TSR**) performance compared to the performance of the Dow Jones US Select Medical Equipment Total Return Index in New Zealand dollars over the same period (the **Index return**).

- The company's TSR will be calculated and compared against the Index return on the third anniversary of the grant of the performance share rights (the **PSR Performance Period**).
- Performance share rights will only become exercisable if the company's TSR over the PSR Performance Period exceeds the Index return over the same period, measured in absolute terms. If, at the end of the PSR Performance Period, the company's TSR performance over that period exceeds the Index return over the same period by less than 10%, measured in absolute terms, then between 50% and 100% of the performance share rights held by the participant, as determined on a straight-line basis by the Board, become exercisable. If the company's TSR over the PSR Performance Period exceeds the Index return over the same period by 10% or more, measured in absolute terms, then all of the performance share rights will become exercisable.
- At the end of the PSR Performance Period, the company will advise each participant whether any of their performance share rights are exercisable depending on the above methodology and, if they are, the number of performance share rights that are exercisable.
- Exercisable performance share rights may only be exercised during the 20 business day period from the date that the participant is notified that the performance share rights have become exercisable (excluding, at the Board's discretion, any days when trading restrictions apply to a participant) (the **Exercise Period**). Any exercisable performance share rights may be exercised by the participant at any time during the Exercise Period and will be deemed to be exercised at 4.59pm on the last day of the Exercise Period if they have not been exercised or surrendered by the participant before that time.
- If no performance share rights are exercisable because the company's TSR over the PSR Performance Period has not exceeded the Index return over the same period, the performance share rights lapse.
- Unless otherwise determined by the Board, a participant's performance share rights will lapse on the first to occur of the following events:
 - the date of receipt by the company of written notice from the participant surrendering their performance share rights;
 - 5.00pm on the last day of the Exercise Period in respect of the PSR Performance Period;
 - in the case of performance share rights held by a participant who ceases to be employed because of serious illness, accident, permanent disablement, redundancy or death, the last date of the Exercise Period; and
 - in the case of performance share rights held by a participant who ceases to be employed because of any other reason, the day on which that person ceases to be employed.
- Subject to any applicable Listing Rules, the Board is given discretion to adjust the terms of any performance share rights to achieve equivalent treatment as between the participants in the 2022 Performance Share Rights Plan and the shareholders in the event of a change in the capital structure of the company.
- The Board is also given discretion to amend the terms of the 2022 Performance Share Rights Plan, or of performance share rights, in the case of a takeover or other change of control transaction in respect of the company, so as to allow participants to participate in the benefit of that transaction.
- The company may amend the terms of the 2022 Performance Share Rights Plan, subject to the consent of any adversely affected participant.
- Performance share rights are not transferable, other than to certain persons associated with an employee and approved by the Board, and do not participate in dividends or other distributions of the company. Participants are not entitled to participate in new issues of the underlying securities (such as a rights issue or bonus issue) prior to exercising the performance share rights.

- Performance share rights will not be quoted on either the NZX Main Board or the ASX markets. So long as the company remains listed on the NZX Main Board and/or the ASX markets, it is intended that the shares issued on exercise of performance share rights will be quoted on the NZX Main Board and/or the ASX markets (as applicable).
- Ordinary shares issued or transferred on the exercise of performance share rights will be fully paid and ranked equally with all other ordinary shares in the company except for dividends or other entitlements in respect of which the record date occurred prior to the date of issue or transfer of the relevant shares.

Key Terms of the 2022 Option Plan

The key terms of the 2022 Option Plan are:

- No amount is payable for the grant of options.
- One option gives the participant the right to subscribe at the exercise price for one ordinary share in the company.
- An option may be exercised only if, on the third anniversary of the date of grant of an option, the company's volume weighted average share price on the NZX Main Board over the five business days before that date, exceeds the "Escalated Price" (described below) on that date.
- The share price will be weighed against the Escalated Price on the third anniversary of the date of grant of an option ("**Grant Date**"). If the share price exceeds the Escalated Price at that date, options may be exercised during a period of 90 business days (excluding, at the Board's discretion, any days when trading restrictions apply to a participant) ("**Exercise Period**") after the company advises the option holder that the options have become exercisable. If options have become exercisable, the holder of those options may exercise all or some of those options during the Exercise Period, but any options of that holder issued on the same Grant Date that are not exercised will be cancelled.
- Unless otherwise determined by the Board, options lapse on the holder ceasing to be employed by the company or a subsidiary. If an option holder ceases to be employed by reason of serious illness, accident, permanent disablement, redundancy, or death the holder's options remain in force until the end of the Exercise Period.
- The exercise price of options is the company's volume weighted average share price on the NZX Main Board over the five business days before the Grant Date.
- The Escalated Price is determined as follows:
 - At each anniversary of the Grant Date of an option, a new "base price" will be calculated by:
 - › increasing the last calculated base price (which, as at the first anniversary of the Grant Date, will be the exercise price of the option) by a percentage amount determined by the Board to represent the company's cost of capital; and
 - › reducing the resulting figure by the amount of any dividend paid by the company in the 12-month period immediately preceding that anniversary.
 - The Escalated Price on any particular anniversary of the Grant Date will be the base price determined as at that anniversary of the Grant Date, determined in accordance with the above.
- The Board is given discretion to adjust the terms of any options (including the exercise price) to achieve equivalent treatment as between the participants in the 2022 Option Plan and the shareholders in the event of a change in the capital structure of the company.
- The Board is also given discretion to amend the terms of the 2022 Option Plan or any options in the case of a takeover or other change of control transaction in respect of the company, so as to allow option holders to participate in the benefit of that transaction.

- The company may amend the terms of the 2022 Option Plan, subject to the consent of any adversely affected participant.
- Options are not transferable, other than to certain persons associated with an employee, and do not participate in dividends or other distributions of the company. Participants are not entitled to participate in new issues of the underlying securities (such as a rights issue or bonus issue) prior to exercising the options.
- Options will not be quoted on either the NZX Main Board or the ASX markets. So long as the company remains listed on the NZX Main Board and/or the ASX markets, it is intended that the shares issued on exercise of options will be quoted on the NZX Main Board and/or the ASX markets (as applicable).
- Ordinary shares issued or transferred on the exercise of options will be fully paid and rank equally with all other ordinary shares in the company except for dividends or other entitlements in respect of which the record date occurred prior to the date of issue or transfer of the relevant shares.
- The Cancellation Offer facility approved by shareholders at the 2004 Annual Shareholders' Meeting (which allows option holders to cancel vested options in consideration for shares of a value equal to the gain that the option holders would receive if they exercised their options) applies to the options granted under the 2022 Option Plan.

EXPLANATORY NOTE 5 - NORTH AMERICA EMPLOYEE STOCK PURCHASE PLAN

The Fisher & Paykel Healthcare Corporation Limited Employee Stock Purchase Plan was established by the company on 2 November 2001 and approved by shareholders at the company's 2002 annual meeting. An Amended and Restated Employee Stock Purchase Plan was approved by shareholders at the company's 2012 annual meeting. Under California securities regulations, securities must be issued within 10 years from the date the plan is established. As this 10 year period has expired, the Board established the Fisher & Paykel Healthcare Corporation Limited 2022 Amended and Restated Employee Stock Purchase Plan (the **2022 Stock Plan**) on 29 March 2022.

The 2022 Stock Plan remains the same as the plan approved in 2012, with only minor administrative updates required.

The Stock Plan is intended to be a qualified employee stock purchase plan under Section 423 of the US Internal Revenue Code. In order to qualify, the US Code of Federal Regulations 26 CFR 1.423-2 requires that the Stock Plan be approved by the shareholders within 12 months of the date it is established. Shareholder approval is also required under relevant California securities regulations in order for the 2022 Stock Plan to be exempt from registration requirements in California.

Under the 2022 Stock Plan, employees of the company's US and Canadian subsidiaries have the opportunity to purchase the company's ordinary shares at a discount by contribution through the use of after-tax payroll deductions. The purchase price of the shares at each purchase date is the lesser of (a) 85% of the fair market value on the offer date and (b) 85% of the fair market value on the purchase date. 2022 Stock Plan participants will have the same rights as any other shareholder once their shares are purchased.

As a qualifying plan, the general rule is that no taxable income will be recognised at the time the employee purchases ordinary shares pursuant to the 2022 Stock Plan for US tax purposes. If the requisite shareholder approval is not obtained, the 2022 Stock Plan will not qualify for this favourable tax treatment. If the 2022 Stock Plan does not qualify, participants must recognise as ordinary income on the date the ordinary shares are purchased, the excess of the fair market value of the shares on the purchase date over the price paid by the participants. In addition, without shareholder approval, the 2022 Stock Plan would not be exempt from applicable California registration requirements, which would mean that the company would have to undertake costly steps to registration.

Key Terms of the 2022 Stock Plan

The key terms of the 2022 Stock Plan are:

- It is intended that annual offers will be made under the 2022 Stock Plan to employees of the company's US and Canadian subsidiaries, although the company may terminate the 2022 Stock Plan at any time. The company may determine the eligibility requirements for each offer, including that participants' customary employment is more than 20 hours per week and more than 5 months per calendar year, provided that the company does not require participants to have been in the employment of a US or Canadian subsidiary for more than 2 years.
- Employees who would own, immediately after their acceptance as a participant, shares with at least 5% of the voting power of all classes of shares of the company or a related company are not eligible to participate in the 2022 Stock Plan.
- An employee who ceases to be employed by a participating subsidiary for any reason will make no further contributions to the 2022 Stock Plan, but any contributions already made may be applied to purchase shares under the terms of the plan within 90 days of leaving employment. If the

employee leaves employment due to death, disability or retirement, this period is extended to 12 months.

- Over the 10 year term of the 2022 Stock Plan, the maximum aggregate number of shares that may be issued under the plan is 2,000,000 ordinary shares plus an annual increase equal to two percent of the ordinary shares outstanding calculated as of 27 April 2022.
- The maximum aggregate number of shares that may be issued under the 2022 Stock Plan may be adjusted upon changes in the ordinary shares due to company restructurings or changes in its capital structure.

EXPLANATORY NOTE 6 - LONG TERM VARIABLE REMUNERATION ISSUE FOR NORTH AMERICA EMPLOYEES

Introduction

As noted in Explanatory Note 4, a performance share rights plan was first established by the company in 2012 and updated plans, including one for North America-based employees, were introduced in 2019 and more recently in 2022. Under relevant US law, the 2022 Performance Share Rights Plan - North America requires shareholder approval.

As also noted in Explanatory Note 4, a share option plan was first established by the company in 2003 and updated plans, including one for North America-based employees, were introduced in 2019 and more recently in 2022. Under relevant US law, the 2022 Share Option Plan - North America requires shareholder approval.

If shareholder approval of the 2022 Performance Share Rights Plan - North America and 2022 Share Option Plan - North America is not obtained, no share rights and options under those plans will be able to be issued to employees in North America. In such event, the Board will investigate alternative long-term incentives to form part of such employees' overall remuneration arrangements.

Key Terms

The key terms of the 2022 Performance Share Rights Plan - North America are materially the same as the key terms of the 2022 Performance Share Rights Plan referred to and described in Explanatory Note 4 on page 16 with the exception of the application of the US Securities Act to any shares issued or transferred upon the exercise of a share right and the events upon which share rights lapse (to comply with Californian legislative requirements).

The key terms of the 2022 Share Option Plan - North America are materially the same as the key terms of the 2022 Option Plan referred to and described in Explanatory Note 4 on page 18 with the exception of the application of the US Securities Act to any shares issued or transferred upon the exercise of an eligible option and the events upon which options lapse (to comply with Californian legislative requirements).

The expected number of LTVR Instruments to be issued this year under the 2022 Performance Share Rights Plan - North America and the 2022 Share Option Plan - North America are included in the maximum aggregate number of LTVR Instruments referred to in Explanatory Note 4 above on pages 14 and 15.

