

Delivering Value through Payer-to-Partner Execution and Strategic Discipline

Company/ASX Code	nib holdings limited (NHF)
AGM time and date	11:00am AEDT, Thursday 6 November 2025
Location	The Fullerton Hotel, Sydney NSW, and online via nib.com.au/shareholders/agm
Registry	Computershare
Type of meeting	Hybrid
Monitor	Chad Moffiet assisted by Thivyan Aravindan
Pre-AGM Meeting	David Gordon (Non-Executive Director & Chairman), Jacqueline Chow (Non-Executive Director & Chair of the People and Remuneration Committee), Amber Jackson (Investor Relations)

Monitor Shareholding: The individuals (or their associates) involved in the preparation of this voting intention have no shareholding in this company.

1. How we intend to vote

No.	Resolution description	
2	Adoption of the Remuneration Report	For
3	Re-election of Mr David Gordon as Director	For
4	Approval of Participation in the Long-Term Incentive Plan (LTIP) for CEO Mr Edward Close	For

2. Summary of Issues and Voting Intentions for AGM/EGM

- FY25 reflected nib's continued execution of its Payer-to-Partner (P2P) strategy, balancing cost discipline with investment in digital health and member engagement. Under CEO Ed Close's first full year of leadership, the Group navigated cost-of-living pressures and healthcare inflation—particularly in New Zealand—while maintaining profitability, dividends, and operational efficiency.
- Financial performance: Group revenue rose 7.8% to \$3.6 billion, NPAT increased 9% to \$198.6 million, and ROIC reached 15.1%. The dividend was maintained at 29 cents per share (70.6% payout ratio). The management expense ratio improved by around 50 basis points, supported by ongoing efficiency gains from AI and process automation. Health Services achieved its first break-even month in 4Q25 and

remains on track for profitability in FY26, while nib Thrive (NDIS) processed 3.4 million claims valued at \$2.5 billion.

- Australian Residents Health Insurance (arhi) reported UOP of \$207.8 million, down 4.6% from FY24, as margins were managed toward the target 6–7% range, with the reported net margin at 7.3%. The non-marketing management expense ratio improved 40 basis points to 6.0%, reflecting continued operating discipline. Incurred claims rose 8.9% to \$2.3 billion, driven by policyholder growth and health cost inflation of 4.5% (4.9% including NSW hospital rate adjustments).
- nib Travel, which includes the nib Travel, Travel Insurance Direct (TID), and World Nomads brands, recorded a strong recovery, with 2H25 UOP up 20%. The business is undergoing a strategic review expected to conclude in the coming months. nib Thrive, serving over 43,000 NDIS participants, grew revenue 11.3% year-on-year, reinforcing its role in the Group's diversification strategy.
- Operational integration and innovation: nib Health Services has consolidated Honeysuckle Health, Midnight Health, and Insurance Services (including Complementary Insurance and nib's share of ItsMy Group) into a single reporting segment. These integrations accelerate digital transformation and strengthen the P2P model. Midnight Health completed 196,000 telehealth consultations and shipped medication to 88% of Australian postcodes.
- Sustainability and community: nib achieved 100% renewable electricity across Australian operations, published an AI Policy and Disability Inclusion Action Plan, and continued its Innovate Reconciliation Action Plan. Through the nib Foundation, more than 470,000 people benefited from community health programs.
- Overall, FY25 was characterised by continued healthcare inflation and disciplined execution amid a challenging cost environment. ASA considers nib's results consistent with prudent management and ongoing delivery against its long-term Payer-to-Partner strategy.

See [ASA Voting guidelines](#) and [Investment Glossary](#) for definitions.

3. Matters Considered

Accounts and reports

Financial performance

(As at FYE)	2025	2024	2023	2022	2021
NPAT (\$m)	198.6	181.6	108.5	205.7	110.4
UPAT (\$m)	239.2	257.5	145.2	339.9	133.5
Share price (\$)	7.08	7.35	8.45	7.38	6.51
Dividend (cents)	29.0	29.0	28.0	22.0	24.0
Simple TSR (%)	0.0	-9.6	18.4	16.7	46.1
EPS (cents)	41.1	38.3	24.1	45.3	24.3
CEO total remuneration, actual (\$m)	3.9	3.8	3.4	3.2	2.0

Simple TSR is calculated by dividing the change in share price plus dividend paid during the year, excluding franking, by the share price at the start of the year.

Governance and culture

nib continues to demonstrate governance maturity, supported by an experienced and predominantly independent board guiding its transformation from insurer to health partner. During the pre-AGM meeting, directors confirmed that post-FY24 disclosure reviews had strengthened the Continuous Disclosure Committee and improved both the cadence and clarity of investor communications. The board maintains a strong majority of independent directors with diverse expertise across finance, healthcare, risk, and technology.

ASA raised the matter of skills-matrix transparency, noting that the matrix currently presents collective competencies rather than attributing skills to individual directors. The board acknowledged this feedback, explaining that it considers the collective-skills format best suited to nib's governance requirements. ASA welcomes the board's openness to this dialogue and encourages continued consideration of enhanced disclosure consistent with §3.01 of the ASA Voting and Engagement Guidelines.

Key events

At the pre-AGM meeting, the board highlighted a successful and disciplined CEO handover, cost-control progress and a renewed focus on affordability for members. nib achieved an approximate 50-basis-point reduction in its management expense ratio through digitalisation and AI-enabled efficiency gains, while maintaining profitability and dividends. Directors cited constructive hospital negotiations and scenario planning to balance provider sustainability and member value. The board also reaffirmed its intention

to maintain strong disclosure standards following last year's ASX "aware" query. ASA views these developments as indicators of effective execution discipline and governance responsiveness.

Key board or senior management changes

Board renewal remains active. David Gordon, Chair since July 2021 and a director since May 2020, is standing for re-election. His continued tenure supports leadership continuity through ongoing transformation. The Key Management Personnel (KMP) structure has been refined to clarify accountability: James Barr now leads all Australian health-insurance operations, and a new Group Strategy & M&A function has been established to drive growth. In New Zealand, Skye Daniels has succeeded Rob Hennin as CEO, completing a staged succession process. ASA considers these changes consistent with sound succession practice and aligned with nib's strategic priorities.

Sustainability/ESG

nib's sustainability agenda rests on four pillars—environment, people and culture, leadership and governance, and community. FY25 achievements include full transition to renewable electricity across Australian operations, publication of an AI Policy and Disability Inclusion Action Plan, and continuation of the Innovate RAP. Through the nib Foundation, more than 470,000 people benefited from community health programs. At the pre-AGM meeting, directors reaffirmed that sustainability considerations are embedded in strategic decision-making and preventive-health initiatives. ASA regards nib's ESG disclosure as credible and encourages inclusion of measurable performance metrics to enhance transparency and comparability over time.

ASA focus issues (not discussed above or under remuneration report or re-election of directors)

ASA's broader focus areas for nib in FY25 centre on governance transparency, disclosure quality, and shareholder equity. Following the FY24 ASX "aware" query regarding earnings disclosure, the board and management have demonstrably improved the cadence and clarity of market updates. The Continuous Disclosure Committee now monitors analyst consensus more actively and reports directly to the board, reducing information asymmetry for retail shareholders.

nib continues to support retail participation through an accessible hybrid AGM format and equitable capital-management practices. The board reaffirmed at the pre-AGM meeting that no selective placements or unequal access capital raisings are planned, aligning with ASA's principles of fair treatment under §15 of the Voting Guidelines.

The company's minimum shareholding requirements for both directors and key management personnel remain in place, promoting alignment with shareholder interests (§7). In addition, ASA notes the board's openness to dialogue on skills-matrix disclosure—although the board believes its collective-skills presentation remains appropriate for nib's governance model.

ASA will continue to monitor progress on disclosure transparency, board renewal, and the integration of data-governance safeguards as the company expands its digital and AI capabilities within health-service operations.

4. Rationale for Voting Intentions

Resolution 2 – Remuneration Report – For

The FY25 remuneration framework aligns with ASA Guideline §13, with more than 50% of CEO pay genuinely at risk. Short-term incentive (STI) outcomes were moderated in line with performance, while long-term incentive (LTI) hurdles are based on relative TSR and EPS growth over a four-year period. Total CEO remuneration (~\$3.9m) remains consistent with peers and business outcomes. ASA notes improvements in governance quality since FY24, including greater disclosure transparency and the absence of retention payments.

Resolution 3 – Re-election of Mr David Gordon – For

Mr Gordon has chaired the nib Board since 2021, providing steady leadership through the CEO transition and ongoing board renewal. He remains independent, with a balanced portfolio of directorships and an appropriate workload. ASA considers his continued tenure valuable for maintaining governance continuity and strategic oversight, particularly as nib advances its payer-to-partner transformation.

Resolution 4 – Approval of Participation in LTIP – For

The proposed FY26 Long-Term Incentive Plan (LTI) aligns with ASA Guidelines §§13.2–13.4. Performance rights will be tested over four years using EPS growth and relative TSR hurdles, with vesting commencing only above the 50th percentile TSR. The structure appropriately links executive reward to long-term shareholder value creation and supports strategic delivery under nib's payer-to-partner model.

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Appendix 1

Remuneration framework detail

CEO rem. Framework for FY26	Target* \$m	% of Total	Max. Opportunity \$m	% of Total
Fixed Remuneration	1.25	33%	1.25	25%
STI - Cash	0.71	19%	1.06	21%
STI - Equity	0.71	19%	1.06	21%
LTI	1.13	29%	1.50	33%
Total	3.80	100.0%	4.87	100%

The amounts in the table above are the amounts that are envisaged in the design of the remuneration plan. *Target remuneration is sometimes called budgeted remuneration and is what the company expects to award the CEO in an ordinary year, with deferred amounts subject to hurdles in subsequent years before vesting. Some remuneration framework set a maximum opportunity amount, but not all.