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Ellerslie, Auckland
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Facsimile +64 9 571 0542
www.nuplex.com

NZX/ASX release

13 October 2014

Nuplex Industries Limited Notice of Annual Meeting

The Notice of Meeting and Proxy Form for Nuplex's Annual Meeting on 5 November 2014 are attached to this announcement. A letter from the Chairman will accompany the Notice of Meeting and a copy is also attached.

These documents and the 2014 Annual Report are being sent to shareholders today in accordance with their elections as to the receipt of printed shareholder communications.

Copies of the Notice of Meeting, Proxy Form, Chairman's letter and 2014 Annual Report are available on Nuplex's website www.nuplex.com

Changes to Dividend Reinvestment Plan

Also being despatched to shareholders today is a letter outlining changes which have been made to Nuplex's Dividend Reinvestment Plan (DRP) rules. The changes notified are for information only and require no action from shareholders as the DRP is in suspension. A copy of the letter to shareholders is attached to this announcement.

E James Williams
Vice President, General Counsel & Company Secretary



Nuplex Industries Limited

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602C Great South Road
Ellerslie 1051
NEW ZEALAND

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13 October 2014

Dear Fellow Shareholder

On behalf of the Board of Nuplex Industries, I am pleased to invite you to the 2014 Annual Meeting which will be held on **Wednesday 5 November 2014 at 10.00am** in the:

Theatre
Waipuna Hotel & Conference Centre
58 Waipuna Road
Mt Wellington
Auckland

In this mail pack for the Annual Meeting, you will receive:

- the Notice of Annual Meeting containing details of the items of business that you have an opportunity to vote on, how you can ask questions and the explanatory and procedural notes
- the 2014 Annual Report if you have elected to receive a printed copy
- a proxy form, and
- a reply paid envelope for lodging your proxy form and/or sending any written questions to Nuplex before the Meeting.

Online versions of the 2014 Annual Report are now available from our website (www.nuplex.com).

At the Meeting, Managing Director and Chief Executive Officer Emery Severin and I will comment on Nuplex's performance for the financial year ended 30 June 2014. Following the Meeting, the Nuplex Board and senior executives invite you to join them for refreshments.

Shareholders attending the Meeting can register from 9.00 am at the venue. A map together with information on how to get to the venue appears over the page.

For those of you unable to attend the Meeting, it will be webcast live on the internet at www.nuplex.com from the Investor Centre. The webcast will be recorded and available to view from Nuplex's website following the meeting.

Proposed Resolutions

In accordance with the relevant Listing Rules, I will be retiring by rotation and standing for re-election. Shareholders will be asked to vote on my re-election and can read more about my background on page 4 of the Notice of Annual Meeting.

Jeremy Maycock was due to retire by rotation and stand for re-election at the 2014 Meeting. However, due to expanded work commitments, Mr Maycock has announced his resignation from the Nuplex Board and so will not be standing for re-election. The Board has appreciated the strong contribution Mr Maycock has made during his time as a Non-Executive Director of Nuplex.

Shareholders will also be asked to authorise the Directors to fix the auditors remuneration for the coming year.

Nuplex Directors believe the proposals set out in the Notice of Meeting and described in the explanatory notes are in the best interest of Nuplex. The Board is recommending you:

- Vote **in favour** of the resolution to re-elect Peter Springford;
- Vote **in favour** of the resolution to authorise the Directors to fix the auditors remuneration for the ensuring year; and

For details on how to vote and how to send through any questions you might have ahead of the Meeting, please see the Procedural Notes on pages 2 and 3 of the Notice of Meeting.

Please contact the Nuplex Share Registry on (+64) 9 488 8777 if you have any queries regarding the Meeting or your shareholding.

On behalf of my fellow Directors, I look forward to welcoming you to the 2014 Annual Meeting.

Yours sincerely,



Peter Springford
Chairman
Nuplex Industries



Notice of Annual Meeting

Wednesday, 5 November 2014

Notice is hereby given that the annual meeting of shareholders of Nuplex Industries Limited will be held in the Theatre at the Waipuna Hotel and Convention Centre, 58 Waipuna Road, Mt Wellington, Auckland, New Zealand on Wednesday, 5 November 2014 at 10.00am.

AGENDA

1. **Chairman's address**
2. **Managing Director's presentation**
3. **Shareholder questions**
4. **Re-election of Director**

In accordance with clause 10.6 of Nuplex's constitution Mr Peter Springford retires by rotation, and being eligible, offers himself for re-election as a Director.

(a) **Resolution 1: Peter Springford**

"That Mr Peter Springford be re-elected as a director."

Biographical details of Mr Springford are set out in the "Explanatory Notes" section of this Notice of Annual Meeting.

The Board has determined that Mr Springford is an "Independent Director", as defined by the NZX Main Board Listing Rules and the ASX Corporate Governance Council Principles and Recommendations.

5. **Auditor**

To record the reappointment of PricewaterhouseCoopers as Nuplex's auditor and to authorise the Directors to fix the auditor's remuneration for the ensuing year.

Resolution 2: Auditor's remuneration

"That the board of directors be authorised to fix the auditor's remuneration for the ensuing year."

PROCEDURAL NOTES

Ordinary resolutions

Each resolution is to be considered as a separate ordinary resolution. To be passed, each resolution requires the approval of a simple majority of the votes cast by Shareholders entitled to vote.

Persons entitled to vote

The persons who will be entitled to vote at the Meeting are those persons (or their proxies or representatives) whose name is recorded in the Nuplex share register at the close of trading on ASX on Monday, 3 November 2014.

How to vote

A Shareholder may exercise the right to vote at the Meeting either by being present in person or by proxy.

If you will attend the Meeting, you should bring your personalised admission card (which accompanies this Notice of Annual Meeting) to the Meeting.

If you do not plan to attend the Meeting and you wish to appoint a proxy, you must complete the proxy form and return it so that it is received by Nuplex's share registrar no later than 10.00am (New Zealand time) on Monday, 3 November 2014.

A company which is a Shareholder may appoint a person to attend the Meeting on its behalf in the same manner as that in which it could appoint a proxy.

Voting by proxy

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend the Meeting and vote on his or her behalf. If you wish to appoint a proxy you should complete the proxy form which is enclosed with this Notice of Annual Meeting.

A proxy need not be a Nuplex Shareholder. You may, if you wish, appoint the Chairman (Peter Springford) or any other Director as your proxy. The Chairman (and any other Director of Nuplex) intends to vote proxies in favour of all resolutions proposed at the Meeting unless otherwise instructed.

Proxy forms must be returned to Nuplex's share registrar so as to be received no later than 10.00am (New Zealand time) on Monday, 3 November 2014. The address for the share registrar is as follows:

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Private Bag 92119
Takapuna
Auckland 1142
New Zealand

Proxy forms may be sent to Computershare by facsimile on: +64 9 488 8787

The proxy form accompanying this Notice of Annual Meeting also contains information on how to complete the form on-line and by smartphone.

Shareholder questions

Shareholders are invited to submit written questions to the Chairman and Managing Director. Reasonable questions will be answered during the Chairman's address or the Managing Director's presentation at the Meeting.

You may submit your questions prior to the Meeting as follows:

By mail: Nuplex Industries Limited
c/- Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand

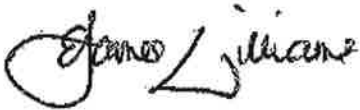
By fax directly to Nuplex: +64 9 525 3709

By email: nuplex.investorrelations@nuplex.com

Webcast

The Meeting will be broadcast live via webcast. You can pick up the link to the webcast via the Investor Centre on Nuplex's website at www.nuplex.com.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read "James Williams". The signature is written in a cursive, flowing style with a large initial "J".

James Williams
Company Secretary
13 October 2014

EXPLANATORY NOTES

RE-ELECTION OF DIRECTOR

Pursuant to clause 10.6 of Nuplex's constitution, one third of the Directors of Nuplex, or if their number is not a multiple of three, then the number nearest to one-third, must retire from office at the annual meeting of the company each year.

Accordingly Mr Peter Springford, the Director who has been longest in office since he was last re-elected, retires by rotation. Mr Springford is eligible, and offers himself, for re-election.

The Board has determined that Mr Springford is an "Independent Director", as defined by the NZX Main Board Listing Rules and the ASX Listing Rules.

The Board (excluding for this purpose the Director offering himself for re-election in respect of the resolution regarding his own re-election) recommends that Shareholders vote in favour of the Resolution to re-elect Mr Springford as a Director.

Brief biographical details relating to Mr Springford are set out below.

Peter Springford

Chairman and Independent Director

Peter joined the Nuplex board in 2009 and became Chairman in December 2013. Peter is a member of the Human Resources, Safety, Health & Environment, Audit and Nominations Committees.

Peter has extensive experience in managing companies in Australia, New Zealand and Asia. For five years, Peter was the Hong Kong based President of IP Asia, a subsidiary of major US-listed forestry company, International Paper. During this time, Peter built a US\$500 million business for IP through the development of three greenfield plants in China, joint ventures in Japan, Korea, India, Taiwan and the Philippines and acquisitions within the region.

On returning to New Zealand in 2002, Peter was Chief Executive Officer of listed forest products company, Carter Holt Harvey (CHH). Following the acquisition of CHH by Rank Group in 2006, Peter co-invested with CVC Capital Partners, an international private equity firm, in the purchase of Carter Holt Harvey's Chinese panels business. He has also chaired, co-invested and successfully sold for CVC two other Asia-based businesses, one of which was listed on the HK Stock Exchange. He has since invested in and is involved in the running of three entrepreneurial New Zealand based companies - New Zealand Frost Fans, New Zealand Wood Products and Creating Tracks New Zealand.

Peter is a non-executive director of The New Zealand Refining Company Ltd, Chairman of the board of private industrial company, McKechnie Aluminium Solutions Ltd and is a trustee of The Graeme Dingle Foundation.



Nuplex Industries Limited

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 10:00am Monday 3 November 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Voting Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Nuplex Industries Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Nuplex Industries Limited to be held in the Theatre at the Waipuna Hotel and Convention Centre, 58 Waipuna Road, Mt Wellington, Auckland on Wednesday, 5 November 2014 at 10:00am** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

		For	Against	Proxy Discretion	Abstain
1.	That Peter Springford be re-elected as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That the board of directors be authorised to fix the auditor's remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Nuplex Industries Limited to be held in the Theatre at the Waipuna Hotel and Convention Centre, 58 Waipuna Road, Mt Wellington, Auckland on Wednesday, 5 November 2014 at 10:00am

HOW TO GET TO THE VENUE

BY CAR

From the **North**, take the South Eastern Highway exit off the motorway & turn left into Carbine Road. Travel 1km to the intersection of Carbine Road and Waipuna Road. Turn right into Waipuna Road. The Waipuna Hotel & Conference Centre is less than a km further on the left.

If travelling from the **South**, take the Mt Wellington exit off the motorway & turn right onto the Mt Wellington Highway. Turn right onto Waipuna Road.

BY BUS

Buses depart regularly from Britomart Transport Centre, Auckland Central to Waipuna Hotel & Conference Centre, Mount Wellington. The journey takes approximately 45mins.





Nuplex Industries Limited

Level 3, Millennium Centre
602C Great South Road
Ellerslie 1051
NEW ZEALAND

Phone: +64 9 583 6500
Fax: +64 9 571 0542

13 October 2014

Dear Shareholder,

This letter is to let you know that in June this year amendments were made to Nuplex's Dividend Reinvestment Plan (DRP). As the DRP is currently in suspension, the amendments will not become operative until such time as the DRP is reactivated by the Board.

The purpose of this letter is to advise you of the amendments that have been made and to advise how you can obtain a copy of the amended DRP Rules.

The principal change which has been made to the DRP Rules is in relation to the time at which a notice given by a shareholder takes effect. Previously, a notice to participate in the DRP, or to vary or terminate participation in the DRP, was expressed to take effect on the next Record Date following the receipt of the notice by the Share Registry.

Earlier this year, the Australian Securities Exchange required issuers to amend their DRP Rules to provide that such notices take effect in respect of a Record Date if such notices are received on or before the Business Day following the Record Date. The effect of this change is to extend the time at which a notice given by a shareholder in relation to the DRP may take effect until one business day after a Record Date. This change is given effect in clauses 27, 39 and 40 of Nuplex's DRP Rules and, where applicable, in the form of election notice.

Other substantive changes include:

- Clause 46: the introduction of a reference to the ability of a shareholder to access Nuplex's most recent annual report from the company's website www.nuplex.com;
- Clause 47: the introduction of a reference to Nuplex's current dividend policy.

A number other relatively minor changes have also been made to the DRP Rules to correct and update such matters as references to changes in legislation, registry address details and a small number of editorial changes aimed at improving the readability of the document.

A copy of the revised rules may be accessed from the company's website www.nuplex.com, or obtained from the Share Registry, Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, New Zealand (Tel 64 9 488 8777; email enquiry@computershare.co.nz)

If you have any questions in connection with the plan, please contact either the Share Registry or the writer.

Yours sincerely

E James Williams
Company Secretary