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NZX/ASX release

12 October 2015

Nuplex Industries Limited Notice of Annual Meeting

The Notice of Meeting and Proxy Form for Nuplex's Annual Meeting on 4 November 2015 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 2015 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 2015 Annual Report are available on Nuplex's website www.nuplex.com

E James Williams
Vice President, General Counsel & Company Secretary



Notice of Annual Meeting

Wednesday, 4 November 2015

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, 4 November 2015 at 10.30am.

AGENDA

1. **Chairman's address**
2. **Managing Director's presentation**
3. **Shareholder questions**
4. **Re-election of Directors (Barbara Gibson and David Jackson)**

In accordance with clause 10.6 of Nuplex's constitution Ms Barbara Gibson and Mr David Jackson retire by rotation, and being eligible, offer themselves for re-election as a Director.

(a) **Resolution 1: Barbara Gibson**

"That Ms Barbara Gibson be re-elected as a director."

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

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

(b) **Resolution 2: David Jackson**

"That Mr David Jackson be re-elected as a director."

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

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

5. **Election of Director (Mary Verschuer)**

In March 2015, Ms Mary Verschuer was appointed as a Director by the Board. In accordance with clause 10.9(a) of Nuplex's constitution, Ms Verschuer retires at the annual meeting and, being eligible, offers herself for election as a Director.

(a) **Resolution 3: Mary Verschuer**

"That Ms Mary Verschuer be elected as a director."

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

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

6. **Election of Director (John Bevan)**

In September 2015, John Bevan was appointed as a Director by the Board. In accordance with clause 10.4(b) of Nuplex's constitution, Mr Bevan retires at the annual meeting and, being eligible, offers himself for election as a Director.

(a) **Resolution 4: John Bevan**

"That Mr John Bevan be elected as a director."

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

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

7. **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.

(a) **Resolution 5: 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, 2 November 2015.

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 10.30am (New Zealand time) on Monday, 2 November 2015.

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 of the resolutions outlined in the agenda above unless otherwise instructed.

Proxy forms must be returned to Nuplex's share registrar so as to be received no later than 10.30am (New Zealand time) on Monday, 2 November 2015. 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: PO Box 12841, Penrose, Auckland, 1642, New Zealand
By fax: +649 525 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 on the Nuplex website at www.nuplex.com.

By order of the Board of Directors



James Williams
Company Secretary
12 October 2015

EXPLANATORY NOTES

RE-ELECTION OF DIRECTORS

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 Ms Barbara Gibson and Mr David Jackson, the Directors who have been longest in office since they were last re-elected, retire by rotation. Ms Gibson and Mr Jackson are eligible, and offer themselves, for re-election.

The Board has determined that Ms Gibson and Mr Jackson are, each, an "Independent Director", as defined by the NZX Main Board Listing Rules and the ASX Corporate Governance Principles and Recommendations.

The Board (excluding for this purpose the Director offering himself or herself for re-election in respect of the resolution regarding his or her own re-election) recommends that Shareholders vote in favour of the resolutions to re-elect each of Ms Gibson and Mr Jackson as a Director.

Brief biographical details relating to Ms Gibson and Mr Jackson are set out below.

Barbara Gibson

Independent Director; Chair HR Committee; Member SHE Committee.

Barbara Gibson joined the Board in September 2008. Barbara is based in Melbourne, Australia, and is a former senior executive with Orica Limited (previously ICI Australia), where she was Group General Manager, Chemicals Group. She has extensive experience in the chemicals sector and the development of technology-based businesses in Australia and overseas, including substantial experience in mergers and acquisitions. Barbara has managed large operational business units in diverse geographies including Australia and New Zealand, Asia, Europe, Americas and Latin America. She has strong experience in leading and managing organisational change, asset optimisation programs and developing global technology businesses from patented technology.

Barbara is a non-executive director of GrainCorp Limited, and Chairman of Warakirri Asset Management Pty Limited. She is a previous Director of the Plastics and Chemicals Industry Association of Australia, the national body representing the plastics and chemical industries. A clinical biochemist, in 2003 Barbara received the Centenary Medal for services to Australian Society in Medical Technology. She is a member of the Australian Academy of Technological Science and Engineering.

David Jackson

Independent Director; Chairman Audit Committee; Member HR Committee.

David Jackson joined the Board in November 2006 and is based in Auckland, New Zealand. David is a former Chairman and Audit Partner of international accounting firm Ernst & Young. David brings his strong financial and corporate governance skills to the Board.

During his professional career with Ernst & Young, David gained experience in Asia, the United Kingdom, the United States of America and South America. Working with major national and international clients for over 30 years, David has developed his extensive experience in corporate governance, capital structures, reporting requirements, audit and risk management.

David is an Independent Director of Fonterra Cooperative Group Limited and Mitre 10 (New Zealand) Limited. He has been a member of the New Zealand Institute of Chartered Accountants since 1975 and was awarded an Institute Fellowship in 1994. He is also Chairman of The Dame Malvina Major Foundation.

ELECTION OF DIRECTORS

Pursuant to clause 10.4(b) of Nuplex's constitution, a Director appointed by the Board must retire at the next annual meeting and is eligible for election. Pursuant to clause 10.9(a) of Nuplex's constitution, a Director appointed by the Board must retire at the next annual meeting and is eligible for election.

Accordingly, Ms Mary Verschuer and Mr John Bevan, each being a Director appointed by the Board pursuant to clause 10.9(a) and 10.4(b) of the constitution, respectively, retire and are eligible for election.

The Board (excluding for this purpose the Director offering himself or herself for election in respect of the resolution regarding his or her own election) recommends that Shareholders vote in favour of the resolutions to elect each of Ms Verschuer and Mr Bevan as a Director.

Biographical details relating to Ms Verschuer and Mr Bevan are set out below.

Mary Verschuer

Independent Director; Member SHE Committee and HR Committee.

Mary Verschuer joined the Board in March 2015. Mary, who is based in Sydney, Australia, is currently the Managing Director and Chief Executive Officer of the Australian operations of Schenck Process GmbH (Schenck), a global engineering firm specializing in measuring and process technologies in industrial weighing, feeding, conveying, screening, automation and air filtration technology. She has held this position since 2011, and in 2013 was appointed to the Global Key Executive Team for Schenck.

An industrial chemist, Mary has senior executive experience in the chemical industry and an understanding of Nuplex's customers, processes, applications and technology. With over 30 years' experience in industrial businesses, Mary has held a number of executive roles where focusing on R&D and innovation to drive the performance of the business has been central to the strategic advantage of the company.

Following a number of executive management roles with companies in Europe, Mary gained experience growing operations in Asia, when she was Vice President, Strategy and Business Development for the Asia, Oceania and African operations of Huhtamaki, the multinational specialty packaging company.

Mary holds a Bachelor of Applied Science (Chemistry) from the University of Technology, Sydney. She also holds a Master of Science and Society from the University of New South Wales, a Master of Business Administration from Macquarie University and a Master of Arts (Research Methods), also from Macquarie University. She is a graduate member of the Australian Institute of Company Directors, as well as a member of the Australian Institute of Packaging.

John Bevan

Independent Director; Chairman SHE Committee; Member Audit Committee.

John Bevan joined the Board in September 2015. John, who is based in Sydney, Australia, is a former CEO and Managing Director of Alumina Limited. Prior to joining Alumina in 2008, Mr Bevan spent 29 years with The BOC Group plc (now The Linde Group) a multinational industrial gas supplier. In his last BOC role, he was a member of the plc Board and Chief Executive of the £1.5 billion global Process Gas Solutions Division, one of three global business lines, managing operations in 30 countries with 7000 employees serving 20,000 customers. He was also in charge of strategy implementation for the Group and negotiated the takeover of BOC by Linde Group in 2006. During his time with BOC, John was also Chief Executive Asia and held country lead roles in the United Kingdom, Thailand and Korea. John brings to the Board his strong international industrial markets experience and global perspective. He has significant experience in executing growth strategies particularly in emerging markets including China, India, Thailand and Latin America.

John is presently a Non-Executive Director of ASX/BSL-listed BlueScope Steel Limited and ASX/ANN-listed Ansell Limited. He was formerly a director of Alcoa of Australia from 2008 to 2014 and is a former Chairman of The International Aluminium Institute and a Director of The Australian Aluminium Council, the peak body representing the aluminium industry in Australia. John has a Bachelor of Commerce in Marketing from the University of New South Wales.



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 10:30am Monday 2 November 2015

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, 4 November 2015 at 10:30am** 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 Ms Barbara Gibson be re-elected as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Mr David Jackson be re-elected as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Ms Mary Verschuer be elected as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That Mr John Bevan be elected as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	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

nuplex

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, 4 November 2015 at 10:30am



12 October 2015

Nuplex Industries Ltd

Level 3, Millennium Centre
602C Great South Road
Ellerslie 1051
Auckland, New Zealand
P.O. Box 12-841
Penrose 1642
Auckland, New Zealand

T +64 9 583 6500
F +64 9 525 3709

www.nuplex.com

Dear fellow shareholder,

Please find enclosed the following documents;

- the 2015 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 2015 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.

2015 Annual Meeting

On behalf of the Board of Nuplex Industries, I am pleased to invite you to the 2015 Annual Meeting which will be held on **Wednesday 4 November 2015 at 10.30 am** at:

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

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 2015. If you have elected not to receive a printed copy of the 2015 Annual Report, an online version is available from our website (www.nuplex.com).

Once the meeting is concluded, the Nuplex Board and senior executives invite you to join them for refreshments.

Shareholders **attending** the Meeting can register from 9.30 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 posted to Nuplex's website following the meeting.

Proposed resolutions

In accordance with the Nuplex's Constitution, Barbara Gibson and David Jackson will be retiring by rotation and each is standing for re-election. Shareholders will be

asked to vote on their re-election and can read more about their background and experience on page 3 of the Notice of Meeting.

A year ago, at the 2014 Annual Meeting, Jeremy Maycock retired from the Nuplex Board. At the same time, Robert Aitken announced his intention to retire at this year's Annual Meeting. Following an extensive search process for replacement Non-Executive Directors, John Bevan and Mary Verscher were appointed during 2015.

At this year's Annual Meeting, both John Bevan and Mary Verscher will be standing for election as directors of Nuplex. Shareholders will be asked to vote on their election and can read more about their background and experience on pages 3 and 4 of the Notice of Meeting.

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 Barbara Gibson and David Jackson;
- Vote in favour of the resolution to elect John Bevan and Mary Verscher; and
- Vote in favour of the resolution to authorise the Directors to fix the auditors remuneration for the ensuring year.

How to vote and questions

As is our usual practice, shareholders are invited to submit questions to the Chairman and Managing Director in advance of the meeting. 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 page 2 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 2015 Annual Meeting.

Yours sincerely,



Peter Springford
Chairman
Nuplex Industries

HOW TO GET TO THE VENUE

LOCATION

58 Waipuna Road,
Mt. Wellington,
Auckland
Phone: 09 526 3000

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.

