



# METHVEN

## NOTICE OF 2017 ANNUAL MEETING

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Dear Shareholder

I am pleased to invite you to attend the 2017 Annual Meeting of Methven Limited (Methven), to be held 10.00 am on Wednesday 1 November 2017.

This year we are proud to be holding our Annual Meeting at our new Auckland Experience Centre, Head Office and manufacturing facility, situated at 41 Jomac Place, Avondale, Auckland. After the conclusion of the meeting, we will be providing guided tours of the site and we look forward to sharing our world class facility with you.

David Banfield, Group Chief Executive Officer and I will present on Methven's progress over the past year and on our strategy 'Methven 130' including the recently launched Fit 4 the Future initiative. Following this, we will then cover the formal business of the meeting.

If you cannot attend the Meeting, I encourage you to appoint a proxy by 10.00 am Monday 30 October 2017. At the Meeting, there will be the opportunity for shareholders present to ask questions. If you are unable to attend but would like to submit a question, please use the proxy form provided to do so.

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[methven.com](http://methven.com)

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Methven Limited ("Company") for the year ended 30 June 2017 will be held at 10.00 am on Wednesday 1 November 2017 at Methven's Experience Centre and Head Office at 41 Jomac Place, Avondale, Auckland.1026.

### MEETING AGENDA

The business of the meeting will be:

- A. The Chair's Introduction
- B. Group Chief Executive Officer's Address
- C. Shareholder Discussion
- D. Ordinary Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

- 1. That the directors be authorised to fix the auditors' remuneration.
- 2. That Steve Tucker be elected as a director of the Company.
- 3. That Tony Balfour be elected as a director of the Company.
- 4. That Alison Barrass be re-elected as a director of the Company.

These resolutions are ordinary resolutions and, to be passed, require approval by more than 50% of the votes of those shareholders entitled to vote and voting on the resolution.

See the Explanatory Notes to these resolutions which follow below.

### SITE TOUR

At the conclusion of the meeting, shareholders attending in person will have the opportunity to have a guided tour of our new Auckland Experience Centre, Head Office and manufacturing facility. If interested in a tour, to assist with planning, please RSVP by Friday 27 October to our Receptionist Kerry on 09 829 0429, Extension 0 (or via email on [reception@methven.com](mailto:reception@methven.com)) with names and numbers of attendees. Note that if you are planning on undertaking the tour, you must be wearing closed toe shoes for health and safety purposes.

By order of the Board of Directors



Alison Barrass  
Chair  
9 October 2017

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## EXPLANATORY NOTES

### *Resolution 1: Auditor's Remuneration*

PricewaterhouseCoopers (PwC) is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

### Director Elections

Shareholders will be asked to vote on the election of Steve Tucker and Tony Balfour as Non-Executive directors of Methven, following their appointment by the Board since the 2016 Annual Meeting.

Further, one director must also retire by rotation at the Annual Meeting but shall be eligible for re-election. Alison Barrass is required to retire as being the director longest in office but, being eligible to do so, is seeking to be re-elected.

No nominations for directors were received from shareholders.

### *Resolution 2: Election of Steve Tucker as a Director*

Steve was appointed by the Board as a Director on 1 January 2017. Under NZX Listing Rule 3.3.6, Steve is required to retire from office as a Director at this meeting, but he offers himself for election by the shareholders. The Board unanimously supports Steve's election.

#### Steve Tucker

*Independent, Non-Executive Director*



Steve joined the Board in January 2017. He is currently Deputy CEO and an Executive Director of Gallagher Group Limited, also a global leader in innovation. With an extensive career in finance, business management and strategy, Steve has a passion for the role that brand and design play in company success. In addition to holding directorships with various Gallagher Group subsidiaries around the world, Steve is also a Director of ArcActive Limited, Apps On Farm Limited, Durolla Products Limited, and a Board Trustee of St Peter's School Cambridge. He was previously a Councillor and Deputy Chairperson of the Waikato Institute of Technology.

### ***Resolution 3: Election of Tony Balfour as a Director***

Tony was appointed by the Board as a Director on 1 October 2017. Under NZX Listing Rule 3.3.6, Tony is required to retire from office as a Director at this meeting, but he offers himself for election by the shareholders. The Board unanimously supports Tony's election.

#### **Tony Balfour**

*Independent, Non-Executive Director*



Tony joined the Board in October 2017. He has extensive global retail and eCommerce experience with a strong track record in a diverse range of industries. Tony's most recent executive role was General Manager (Markets) for Icebreaker Clothing with responsibility for the company's global business units in New Zealand, Australia, USA, Canada, Europe and Asia as well as the development of the company's rapidly growing eCommerce and retail business units. Prior experience includes senior roles in successful online recruitment sites Monster.com and Seek.com. Tony also spent nine years at Nike in senior general management roles in the USA, Australia and Asia-Pacific regions. Tony is also a director of The Warehouse Group, Silver Fern Farms, Real Journeys, Mt Difficulty Wines and Les Mills.

### ***Resolution 4: Re-election of Alison Barrass as a Director***

Under NZX Main Board Listing Rule 3.3.11, Alison is required to retire as a director by rotation at this meeting. Alison offers herself for re-election as a director and the Board unanimously supports Alison's re-election as a director.

#### **Alison Barrass**

*Independent, Chair of the Board*



Alison joined the Board in June 2012, and was appointed Chair in August 2017. With over 30 years' experience at major international FMCG companies including PepsiCo, Kimberley Clark, Watties, Goodman Fielder and most recently as Chief Executive Officer of Griffin's Foods Ltd, Alison brings a broad range of skills to the Methven Board. With an extensive marketing career and broad experience in business transformation projects, she has worked across both privately owned and publicly listed organisations. Alison is also a Director of Spark NZ, Gough Group, Heilala Vanilla and Rockit International.

## IMPORTANT INFORMATION

### Voting by proxy

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf (including to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof)). A proxy need not be a shareholder of the Company. A body corporate shareholder may appoint a representative to attend the meeting on its behalf. You may appoint the Chair of the meeting as your proxy. The Chair will vote as directed in the proxy form appointing him as proxy. If no direction is given, the Chair intends to vote in favour of all ordinary resolutions detailed in section "D" of the Meeting Agenda above.

To appoint a proxy, you have the option to do so online, by following the instructions on the reverse of the enclosed proxy form. Alternatively, you can complete and sign the enclosed Proxy Form and return it to the Company's Share Registrar, Link Market Services Limited, so that it is received no later than 10.00 am on Monday 30 October 2017.

### Record date for voting

Voting entitlements for the Annual Meeting will be determined at 5.00pm on **Monday 30 October 2017**. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those shareholders' names at that time will carry a right to vote at the Annual Meeting. This does not limit the ability of eligible shareholders to appoint a proxy (or, if they are a company, a corporate representative).

## VENUE AND PARKING

Venue – Methven Experience Centre, 41 Jomac Place, Avondale, Auckland 1026

*Turn at the traffic lights on Rosebank Road into Jomac Place, and proceed to our offices which are located the end of the cul-de-sac, where you will see Methven signage. Parking is available on site.*

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