



20 May 2019

NZX Main Board Migration and Listing Rules Compliance

Solution Dynamics Limited (NZAX: SDL) advises that it intends to migrate its listing from the NZAX market to the NZX Main Board. SDL's last day of listing on the NZAX market will be 27 May 2019. SDL anticipates that its ordinary shares will commence trading on the NZX Main Board at 10 a.m. on 28 May 2019. As a result of this migration, SDL will be required to comply with the NZX Listing Rules dated 1 January 2019, from 28 May 2019.

SDL notes that, in accordance with Listing Rule 2.6.1, the SDL Board has made a determination as to director independence as follows:

- Andy Preece is considered an independent director
- Elmar Toime is considered an independent director
- Julian Beavis is considered an independent director
- John McMahon (Chair of the Board) is considered not an independent director
- Nelson Siva (CEO) is considered not an independent director

SDL advises it has a formally constituted Audit & Risk Committee consisting of:

- Andy Preece (Chair of the Committee)
- John McMahon
- Julian Beavis

SDL has revised its constitution and is using the NZX Class Waiver available to companies migrating from NZAX to NZX to defer shareholder approval of the new constitution until the company's next shareholders' meeting. The new constitution, along with SDL's Governance Policies, is available at www.solutiondynamics.com/board-policy-governance/

On behalf of Solution Dynamics Limited:

Director's Signature:

Director's name: John McMahon

Date: 20 May 2019

