

NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2019 annual meeting of the shareholders of Future Mobility Solutions Limited (previously Sealegs Corporation Limited) (**FMS** or the **Company**) will be held at **the Takapuna Boating Club, 39 The Strand, Takapuna Beach, Auckland, New Zealand** at 9.00am on Friday 27 September 2019.

AGENDA

A. Chairman's Introduction

B. Addresses to Shareholders

C. Annual Report and Financial Statements

To receive and consider the annual report and the financial statements for the year ended 31 March 2019 together with the auditor's report.

D. Ordinary Business

1. To re-elect Eric Series as a director

That Eric Series, who retires and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

2. To re-elect Christopher Weir as a director

That Christopher Weir, who retires and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

3. To fix the auditor's remuneration

That the Board be authorised to fix the auditor's remuneration.

E. Special Business

4. Delisting from NZX

That the delisting of the Company with NZX Limited including, that its ordinary shares cease to be quoted on NZX's Main Board be approved, and the directors of the Company be authorised to undertake all actions and enter into any agreements and other documents necessary to achieve this outcome.

5. Listing on the Unlisted Securities Exchange

Subject to Resolution 4 being passed and the Company ceasing to be listed with NZX, that the listing of the Company with Unlisted Securities Exchange be approved and the Directors of the Company be authorised to:

- (a) work with Efficient Market Services Limited such that the Company will have its ordinary shares quoted and traded on the Unlisted Securities Exchange when it ceases to be listed with NZX; and
- (b) undertake all actions and enter into any agreements and other documents necessary to achieve this outcome.

6. To adopt a new Constitution

That the existing constitution of the Company be revoked and a new constitution, in the form referred to in the explanatory notes, be adopted with effect from the close of the meeting.

Restrictions on voting

In relation to Resolution 4, only shareholders who are "Non-Affiliated Holders" (as that term is defined in Part A of the NZX Listing Rules, see footnote 1 below) shall be entitled to vote on Resolution 4. This restriction on voting is one of the conditions imposed by NZX on the Company before it will cancel the Company's listing with NZX (see paragraph 15 of the Explanatory Notes).

For clarity, this restriction does not apply to Resolutions 1, 2, 3, 5 and 6.

Dependence of Resolutions

Resolution 5 contained in this Notice of Meeting is dependent on Resolution 4 being passed by shareholders in order for Resolution 5 to be effective. Similarly, Resolution 4 contained in this Notice of Meeting is dependent on Resolution 5 being passed by shareholders in order for Resolution 4 to be effective.

Board Recommendation

The recommendation of the directors of the Company is for shareholders to vote in favour of Resolutions 1, 2, 3, 4, 5 and 6.

F. Other Business

To consider such other business of the Company as may properly be brought before the meeting.



Mark Broadley
Chief Executive Officer

11 September 2019

PROXIES AND CORPORATE REPRESENTATIVES

Votes may be exercised by shareholders at the meeting by either being present in person or by appointing a proxy. **A proxy form is enclosed with this Notice of Meeting.**

If you wish to vote by proxy you must complete the proxy form and ensure it is received by the Company no later than **9.00am on Wednesday 25 September 2019**. You can also lodge your proxy online or by fax. See the proxy form for lodgement details.

A proxy need not be a shareholder. You may direct your proxy how to vote or give your proxy discretion to vote as they see fit. If you wish to give your proxy that discretion, you should mark the appropriate box on the proxy form. If you do not mark any appropriate box on the proxy form then your proxy may vote or abstain from voting as they see fit, subject to any voting restrictions.

The Chairman of the meeting is prepared to act as a proxy for any shareholder(s). Please write "the Chairman" in the space provided in the proxy form if you wish to appoint the Chairman and direct the Chairman how to vote. If the Chairman is not given a direction as to how to vote, he will vote in favour of the resolutions.

If, in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction.

The proxy form must be signed by you or your attorney. If the proxy form has been signed under a power of attorney, a copy of the power of attorney appointing the attorney under which it is signed, together with a certificate of non-revocation, must be produced to the Company with the proxy form unless already deposited with the Company.

In the case of a corporate shareholder appointing a representative to attend the meeting to vote on its behalf, you must provide a copy of the enclosed proxy form, completed as if that representative were a proxy, together with a certified copy of the resolution passed by the corporation appointing the representative.

In the case of joint holdings, all joint holders must sign the enclosed proxy form.

EXPLANATORY NOTES

These Explanatory Notes relate to all of the Resolutions set out in this notice of meeting (**Notice of Meeting**).

ORDINARY RESOLUTIONS

1. Resolutions 1, 2, 3 and 5 set out in this Notice of Meeting are to be considered as separate ordinary resolutions. To be passed, each resolution requires a simple majority of votes of those shareholders of the Company entitled to vote and voting on the resolution.
2. Resolution 4 may only be voted on by shareholders who are "Non-Affiliated Holders" (as that term is defined in Part A of the NZX Listing Rules, see footnote 1 below). To be passed, Resolution 4 requires a simple majority of votes of those shareholders of the Company who are considered "Non-Affiliated Holders" and who are entitled to vote and voting on the resolution (see paragraph 15 below for more information).

SPECIAL RESOLUTION

3. Resolution 6 is to be considered as a special resolution. To be passed, this resolution requires a majority of 75% or more of the votes of those shareholders of the Company entitled to vote and voting on the resolution.

RESOLUTION 1: RE-ELECTION OF DIRECTOR – ERIC SERIES

4. Eric Series completed his studies of law and economics in Paris. Since 2000 his advisory business has focused on the introduction of investment capital to high value global projects. He is the Chairman of Avenport Investment Corporation, a private equity company and a former director of Fairmont Raffles Hotels International. Eric is experienced in the global positioning of luxury brands and is applying his experience to FMS.
5. Under Listing Rule 2.7.1 of the NZX Listing Rules dated 1 January 2019 (**NZX Listing Rules**), a director of an issuer must not hold office past the third annual meeting following the director's appointment or three years, whichever is longer. Eric Series, who was re-elected at the 2016 annual meeting of shareholders, retires and, being eligible, offers himself for re-election by the shareholders.
6. The Board considers that Eric Series will not be an independent director for the purposes of the NZX Listing Rules and unanimously supports his re-election.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – CHRISTOPHER WEIR

7. Christopher Weir holds tertiary qualifications in law and management. He has had an extensive career throughout Asia and the Middle East in investment banking and fund management. Prior to returning to New Zealand in 2010, Chris was Managing Director of Hong Kong based Arabian Gulf Investments which was an investor in private and public equity. He currently sits on the board of St George's Cancer Care Institute in Christchurch.
8. Under Listing Rule 2.7.1 of the NZX Listing Rules, a director of an issuer must not hold office past the third annual meeting following the director's appointment or three years, whichever is longer. Christopher Weir who was re-elected at the 2016 annual meeting of shareholders, retires and, being eligible, offers himself for re-election by the shareholders.
9. The Board considers that Christopher Weir will be an independent director for the purposes of the NZX Listing Rules and unanimously supports his re-election.

RESOLUTION 3: TO FIX THE AUDITORS REMUNERATION

10. Grant Thornton is automatically reappointed as auditor under section 207T of the Companies Act 1993 (**Companies Act**). This resolution authorises the Board to fix the fees and expenses of the auditor.

RESOLUTION 4 DELISTING FROM NZX

11. The Company and NZX Limited (**NZX**) previously entered into a listing agreement in order for its shares to be quoted on the NZX Main Board (**NZSX**). The process the Company must go through to terminate this listing agreement is called "delisting".
12. If the shareholders approve both Resolutions 4 and 5, it is expected that the Company will delist the trading of its ordinary shares on NZSX on 30 October 2019. The Company will list and commence trading of its ordinary shares on the Unlisted Securities Exchange (**Unlisted**) on or about 31 October 2019. This indicative timetable is subject to change at the Company's discretion (as a result of market conditions or otherwise) and due to any other legal or regulatory requirements (including those of NZX or Unlisted).
13. Resolution 4 is dependent on Resolution 5 also being passed. Therefore, if both Resolution 4 and Resolution 5 are not passed, the Company will remain listed on NZSX.

Background

14. As you are aware, FMS has for some time considered a delisting from NZSX. You may also be aware that shareholders overwhelmingly approved a proposal to delist the Company from NZSX at its 2017 annual meeting (on 29 September 2017). Whilst the Company's delisting did not eventuate in 2017/2018 the Company's fundamental concern that the under-valuation and

lack of liquidity for its shares on NZSX do not merit the costs associated with being listed remains. The Board of FMS therefore considers that delisting FMS from NZX is appropriate for the following reasons:

- (a) although FMS has a wide shareholder base, FMS shares have limited liquidity and no research coverage available resulting in FMS shares being traded infrequently on the NZSX;
- (b) delisting from NZX will reduce FMS's compliance and governance costs; and
- (c) reduced time on the compliance associated with being listed with NZX such as reporting and disclosure will mean that FMS can spend more time focused on "business as usual" matters.

NZX approval

15. NZX Listing Rule 9.9.1(c) enables the Company to make a written request to NZX that it wishes to cease to be listed with the NZX. NZX may then cancel the listing on or subject to compliance with certain conditions. NZX has conditionally approved the delisting of the Company from the NZX. The conditions imposed by NZX are as follows:
- (a) that the Company obtain the prior approval of its shareholders who are "Non-Affiliated Holders" (as that term is defined in Part A of the NZX Listing Rules¹) for the delisting by way of ordinary resolution;
 - (b) the Company pays all fees owing including the delisting fee, NZX Regulatory fees for reviewing the delisting and Notice of Meeting, and any other amounts owing to NZX that are outstanding;
 - (c) the Company provides adequate information in this Notice of Meeting such that existing shareholders are aware of:
 - (i) details of the options available for shareholders in relation to both retaining or selling their shares;
 - (ii) an outline of the steps shareholders need to take before they can trade their shares on Unlisted; and
 - (iii) an indicative range of costs to shareholders involved in the delisting and transition to Unlisted; and
 - (d) that the Company have approval for quotation of its shares on Unlisted, and the date of quotation on Unlisted must be as soon as possible following its delisting from NZX – see

¹ "Non-Affiliated Holders" is defined in Part A of the NZX Listing Rules as "any person other than:

- (a) a person who holds, or is one of a group of Associated Persons, who together hold, 10% or more of a Class of Financial Products, or
- (b) a person who has, or is one of a group of Associated Persons who together have, the power (whether contingent or not) to appoint one or more Directors of the Issuer, or
- (c) any other person or group of persons whom NZX in its discretion declares not to be a Non-Affiliated Holder for the purposes of the Rules."

paragraph 29 below in relation to the status of the Company's listing application with Unlisted; and

- (e) the Company issue an announcement to the market via MAP (in a form agreed with NZX), approximately one month prior to delisting, outlining the proposed delisting process, its implications and key dates for shareholders to be aware of.

The information required to satisfy these conditions is provided in this Notice of Meeting and therefore these conditions are satisfied.

Process of Delisting

16. The Company is currently listed with NZX and its ordinary shares are quoted on the NZSX.
17. If shareholders approve the delisting of the Company from NZX, as proposed by Resolution 4, the Company will, after complying with the conditions as set out in paragraph 15 above, have satisfied the conditions required for NZX approval for delisting under NZX Listing Rule 9.9.1(c).
18. If the delisting is approved by shareholders the Company expects to follow the below indicative timetable. The trading halt is to allow time for share trades to be settled by NZX prior to the Company's ordinary shares being delisted from NZX. Any trades placed prior to that trading halt will be processed in the normal way:

Key Date(s)	Impact on Ordinary Shareholders
27 September 2019 (date of AGM) to 30 October 2019	Ordinary shares continue to be listed on NZX
28 October 2019	Trading halt commences on ordinary shares at close of business
30 October 2019	Future Mobility Solutions Limited's ordinary shares delist from NZX
31 October 2019	Ordinary share trading commences on Unlisted

This indicative timetable is subject to change at the Company's discretion (as a result of market conditions or otherwise) and due to any other legal or regulatory requirements (including those of NZX or Unlisted)

Impact on Shareholders

19. A consequence of delisting from the NZX is that certain provisions of the Financial Markets Conduct Act 2013 (**FMCA**) will no longer apply to the Company, except in respect of an action, event or circumstance that occurred prior to delisting from the NZX. In particular, the following rules will no longer apply to the Company when it is listed on Unlisted:
 - (a) provisions prohibiting insider trading; and
 - (b) provisions relating to disclosure of interests of substantial product holders and directors and senior managers.

20. Further, the Company will no longer be subject to the NZX Listing Rules. The NZX Listing Rules contain a number of rules designed to protect the interests of shareholders including:
 - (a) rules on approvals for certain transactions;
 - (b) rules governing related party transactions; and
 - (c) rules relating to continuous disclosure.
21. However, the Company will still be subject to disclosure obligations under the FMCA and the ongoing reporting and disclosure obligations of the Companies Act, Financial Reporting Act 2013, its constitution and the Takeovers Code.
22. The disclosure obligations of the Company under the Unlisted Market Rules (see <https://www.usx.co.nz/docs/USX%20Market%20Rules%2020171030.pdf>) include, but are not limited to, posting to the Unlisted announcement platform as soon as available:
 - (a) information in relation to:
 - (i) changes to its directors and senior managers;
 - (ii) corporate actions, both when approved and when actioned; and
 - (iii) changes to basic company information (address, contact details, registrar, auditors and lawyers);
 - (b) any disclosures required by the Financial Markets Authority; and
 - (c) such other events, actions or new information that the Company in its sole discretion may consider have a material impact upon the market price of its ordinary shares if such event or action were known to investors provided that such disclosure is considered by the Company to be in the interests of all shareholders generally.

The Unlisted Market Rules also contain provisions in relation to enforcement (paragraph 2.4) and surveillance (paragraph 2.5).

23. In addition, the Companies Act contains specific provisions applicable to all companies which require the directors to act in good faith and in the best interests of the Company.
24. The Board of the Company is of the view that the continuing obligations under applicable law will provide shareholders with sufficient comfort and transparency in the absence of the obligations applicable while listed on the NZSX.

Company Profitability

25. Whilst Company profitability for the 2020 financial year will be impacted by between \$60,000 and \$75,000 due to the fees associated with the delisting process from NZX including:
 - (a) NZX delisting fee;
 - (b) NZX Regulation fees to review and approve the documents associated with delisting; and
 - (c) legal fees for advice requested by the Company,

the above costs are all one-off costs and the Company expects the effect on profitability to be marginal as the ongoing savings to FMS from delisting will over time outweigh these one-off delisting costs.

RESOLUTION 5: LISTING ON THE UNLISTED SECURITIES EXCHANGE

Background

26. Resolution 5 being put to shareholders will have the effect of authorising the listing and quotation of the ordinary shares of the Company on the Unlisted financial product market, if Resolution 4 is passed. Resolution 5 is dependent on Resolution 4 also being passed. Therefore, if both Resolution 4 and Resolution 5 are not passed, the Company will remain listed on NZSX.
27. The Board of the Company considers that, if the Company delists from NZX, shareholders should be provided with an alternative platform on which to trade their shares. The Board of the Company believes that Unlisted provides an appropriate option for FMS shareholders. Further information on Unlisted can be obtained at www.unlisted.co.nz

Listing and quotation on Unlisted

28. Unlisted is a financial product market that operates pursuant to an exemption from Subpart 7 of Part 5 of the FMCA. Investors trading in securities quoted on Unlisted trade at their own risk and do not have the same protections provided by Part 5 of the FMCA, in relation to: insider trading, market manipulation, continuous disclosure, substantial holding disclosure, relevant interest disclosures, and the monitoring of market obligations by the Financial Markets Authority.
29. If Resolutions 4 and 5 are approved, the Board expects to finalise arrangements for the ordinary shares of the Company to be quoted on the Unlisted financial product market. Efficient Market Services Limited (**EMS**), which operates Unlisted, has already conditionally accepted the Company's listing application. The Company's ability to list on Unlisted is now simply conditional on FMS completing the delisting process from NZX.
30. The indicative timetable for moving to Unlisted is set out in paragraph 18 above.
31. Unlisted is a well-established facility which provides a cost-effective share trading platform for shareholders that is public, transparent and centralised. The Board of the Company also believes that the Unlisted market is more appropriate for the Company considering its cost sensitivities, size and business model.
32. Unlisted has no additional direct costs over and above the annual listing fee, no service charges, and no requirement for a security bond. On an ongoing basis, total compliance costs for the Company will be significantly lower than those of the NZX.

Share Registrar

33. Computershare Investor Services Limited (**Computershare**) is the Company's share registrar and will continue to act as the Company's share registrar both prior to delisting from NZX and after listing and trading on Unlisted commences. Computershare will update the Company's

share register with trading information it receives from NZX (prior to delisting from the NZX) and from Unlisted (after share trading commences on Unlisted).

Computershare's contact details are:
Computershare Investor Services Limited
Level 2, 159 Hurstmere Road Takapuna
Auckland 0622
Email: FMS@computershare.co.nz

Buying and Selling Shares on Unlisted

34. The Unlisted exchange operates in a similar manner to NZX in that brokers enter buy and sell orders on behalf of clients and where the price bid and offered matches the buy and sell orders are matched and a trade is completed. This matching is on a continuous basis during trading hours. The directors expect the Company's share price on Unlisted to be similar to that as currently stated on the NZSX on the basis that the value of the Company would be the same immediately before and after delisting.
35. On Unlisted's website you can view market information and the current bids and offers listed on the market and recent company announcements and an Unlisted Issuer Profile which is prepared by Unlisted on each issuer. Full information on trading ordinary shares on Unlisted can also be found on Unlisted's website www.unlisted.co.nz
36. A list of brokers who trade on Unlisted can be found at <https://www.usx.co.nz/brokers> The brokers who trade on Unlisted will require shareholders to sign an Investor Information and Disclaimer Form prior to entering a trade into the market. This is a one-off requirement to confirm shareholders understand the regulatory position on the Unlisted market.
37. To trade shares on Unlisted, a shareholder will need to place an order to buy or sell shares with the Unlisted broker. The broker will put the 'buy or sell order' into the market. Upon the matching of an order, the broker is advised by Unlisted of such order being matched. The broker will then arrange for clearing and settlement of the trade with the other broker and Computershare using electronic means.
38. Most Unlisted brokers charge a similar fee as for an NZX trade. No other fees are payable by the investor.
39. Shareholders will still be able to undertake off-market private sales in the usual way by updating the share registry, to be maintained by Computershare (see details above).

Disadvantages and Advantages of Delisting from the NZX and Listing on Unlisted

40. Whilst the Board has proposed the delisting from NZX and listing with Unlisted and unanimously recommends that shareholders vote in favour of the resolutions contained in this Notice of Meeting, the Board considers it appropriate to provide the information below to assist shareholders in making their decision.

41. Potential disadvantages of delisting from NZX and moving to Unlisted include:
- (a) Shareholders will no longer have the benefit of the continuous disclosure obligations under the NZX Listing Rules. For example shareholders will not have the benefit of NZX Listing Rule 3.1 requiring the Company to immediately release Material Information (as defined in the NZX Listing Rules) to NZX and the market. However, the Unlisted Market Rules require the Company to comply with certain general and ongoing disclosure obligations. For example, the Unlisted Market Rules provide that the Company is required to announce on the Unlisted platform information that it considers to be in the interests of shareholders generally or information that is price sensitive. See information above under the heading Impact on Shareholders for more information.
 - (b) By being listed on Unlisted, shareholders do not have the benefit of certain protections under the FMCA and the NZX Listing Rules. See paragraphs 19 to 24 under the heading Impact on Shareholders for more information.
 - (c) Once delisted from the NZX, the Company will no longer be able to take advantage of the exemption set out in section 19 of Schedule 1 of the FMCA, which allows listed companies to issue quoted financial products without full regulated disclosure (sometimes known as "same class offers"). However, the Company's ability to raise capital via other concessions in the FMCA is unaffected (for example, offers to wholesale investors).
 - (d) The Company will incur delisting fees from NZX (including NZX delisting fee, NZX Regulation reviewing fees and legal fees). See paragraph 25 under the heading Company Profitability for more information.
42. Advantages of delisting from NZX and moving to Unlisted include:
- (a) The listing with Unlisted is expected to require less administrative time and give rise to lower compliance costs for the Company.
 - (b) The fees associated with listing on Unlisted are much lower than the NZX listing fees. Details of Unlisted fees and charges can be found at https://www.usx.co.nz/services_and_fees
 - (c) By listing on Unlisted, shareholders will still have a platform on which to trade their shares.
 - (d) Although it is difficult to predict with any certainty, the Company does not believe there will be any impact on shareholders' ability to trade their shares. As mentioned above, shareholders trade on Unlisted through a broker, and most Unlisted brokers charge similar fees as an NZX broker. However, as with the NZSX, there is no guarantee that there will be a buyer for shares on Unlisted.

- (e) Shareholders will have access to the Unlisted Issuer Profiles which provides a snapshot of the Company, access to all announcements posted by the Company, visibility into market depth and trade history.
- (f) On Unlisted the Company will be required to comply with the Unlisted Market Rules (as detailed at paragraph 22 above). The Company must also still comply will all other applicable laws including the Companies Act, Financial Reporting Act 2013 and Takeovers Code.

RESOLUTION 6: ADOPTION OF NEW CONSTITUTION

43. The former NZX Main Board/Debt Market Listing Rules (dated 1 October 2017) have been replaced by updated NZX Listing Rules (1 January 2019) referred to in these explanatory notes as the NZX Listing Rules. A number of amendments are required to the existing constitution of the Company to ensure it meets the requirements of, and is consistent with, the NZX Listing Rules (as required by Listing Rule 2.18.1).
44. The Company proposes to revoke its existing constitution and adopt a replacement constitution (**New Constitution**) which is compliant with the NZX Listing Rules. If approved by shareholders, the existing constitution will be revoked and the New Constitution adopted, with effect from the close of the 2019 annual meeting of shareholders.
45. In addition to amendments made to simplify the form of the constitution, the New Constitution reflects the following changes:
 - Meetings of shareholders: amendments to (i) reflect that voting at shareholder meetings must be by poll as required under the NZX Listing Rules (rather than on a show of hands) and (ii) make it clear that meetings of shareholders may be conducted through a combination of a physical meeting and electronic means, and that shareholders and their proxies may participate through electronic means.
 - Director rotation: including an express statement that the Company shall comply with the updated director rotation requirements of the NZX Listing Rules, which require directors to retire (with an ability to stand for re-election) after three years or the third annual meeting following their appointment, whichever is longer.
 - Director appointment: including an express statement that the Company shall comply with the board composition requirements of the NZX Listing Rules.
 - Sale of less than minimum holding: amending the procedure allowing for the sale of share parcels of less than a minimum holding so as to provide for those shares to be sold on market (including through a broker on behalf of the Company), rather than through NZX or in some other manner approved by NZX.
46. A copy of the New Constitution may be viewed on the Company's website at <http://www.futuremobilitysolutions.net/governance.html>.
47. Pursuant to the Companies Act, the proposed amendments must be approved by a special resolution of shareholders. As the amendments do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares, the Shareholder minority buy-out rights under the Companies Act do not apply.
48. Buddle Findlay has provided an opinion to NZX that it considers that the proposed New Constitution complies with the NZX Listing Rules.
49. The Board fully supports the resolution and unanimously recommends that shareholders vote in favour of revoking the existing constitution and adopting the New Constitution