

Notice of Annual Shareholder Meeting - Solution Dynamics Limited (SDL)

Thursday 22 October 2020 commencing at 10.30am.



Notice is hereby given that the Annual Meeting of Solution Dynamics Limited is to be held virtually on Thursday 22 October 2020 commencing at 10.30am.

Shareholders can only participate in the Annual Meeting virtually through the web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free. The meeting ID is 336-360-446. To participate, shareholders will need their CSN or holder number which can be found on their Proxy Form.

Virtual Meeting

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions and ask questions, by using their own computers or mobile devices.

Shareholders will still be able to cast a postal vote or appoint a proxy to vote for them as they otherwise would, by following the instructions on the Proxy Form and this Notice of Annual Shareholder Meeting.

Please note that not all questions may be able to be answered during the meeting

Further details of how to participate virtually are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide and download the App prior to the Annual Meeting.

Shareholders will require the meeting ID – which is 336-360-446 – as well as their CSN/Securityholder Number, which can be found on their Proxy Form, for verification purposes.

Business

The business of the meeting is:

- Chairman's address.
- To receive and consider the annual report for the year ended 30 June 2020, together with the financial statements and auditor's report.

Resolutions

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

1. That the Board be authorised to fix the remuneration of Grant Thornton as the Company's auditors. See Explanatory Note 2.
2. To re-elect Mr John McMahon who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rules and in accordance with the Company's constitution, and being eligible, offer himself for re-election as a director.
3. To re-elect Mr Nelson Siva who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rules and in accordance with the Company's constitution, and being eligible, offer himself for re-election as directors

Please review Mr John McMahon and Mr Nelson Siva's biographies under Explanatory Note 1.

General Business

To consider such other business as may lawfully be raised at the meeting.

Procedural Notes

- **Ordinary resolutions:** Resolutions 1, 2 and 3 must be passed by an ordinary resolution of shareholders (i.e., by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution at the Annual Meeting).
- **Persons entitled to vote:** The only persons entitled to exercise votes at the Annual Meeting will be those who are registered as shareholders at 10.30am on Tuesday 20 October 2020, and only the shares registered in those shareholders' names at that time will carry a right to vote at the meeting. This does not limit the right of eligible shareholders to appoint a proxy (or, if they are a company, a corporate representative).
- **Proxies:**
 - » All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead.
 - » A proxy need not be a shareholder of the Company.
 - » A Proxy Form is enclosed and to be effective must be lodged at the registered office of the Company at least 48 hours before the meeting is due to begin (i.e. by no later than 10.30am on Tuesday, 20 October 2020).
 - » A proxy will vote as directed in the Proxy Form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions.
 - » If you wish to appoint a director, as your proxy, the Company's chairman (John McMahon) is willing to act on your behalf. If the chairman is appointed as proxy and the voting is left to his discretion, the chairman intends to vote in favour of each of Resolutions 1, 2 and 3.
- **Representatives:** A body corporate which is a shareholder may appoint a representative to attend the Annual Meeting on its behalf in the same manner as that in which it could appoint a proxy.
- **Shareholder questions:**
 - » Shareholders attending the meeting virtually will be given the opportunity to raise questions. Please refer to the instructions in the attached Virtual Meeting Guide on how to ask a question. Shareholders may also submit written questions. During the meeting, the Board intends to answer as many of the most frequently asked questions as is reasonably practicable. The main themes will be aggregated and responded to at the Annual Meeting. Written questions should be sent by post to the Company Secretary, Solution Dynamics Limited, PO Box 301248, Albany 0752 or by email to chrisve@solutiondynamics.com – with Annual Meeting Question in the subject line. Please also include your name and shareholder number.
 - » SDL reserves the right not to address questions that, in the chairman's opinion are not reasonable in the context of an Annual Meeting, or any written question received after 10.30am on Tuesday, 20 October 2020.

Motions will not be allowed from the floor.

Presentations

The presentations from the Annual Meeting will be released to the NZX and published on the Company's website at <https://www.solutiondynamics.com/investor-centre> prior to, or during, the Annual Meeting. A summary of the Annual Meeting and the results of voting will be released to the NZX as soon as practicable following the close of the Annual Meeting.

Explanatory Notes

Explanatory notes in respect of the resolutions are set out overleaf.

By Order of the Board of Directors
Solution Dynamics Limited
25 September 2020

Explanatory Notes

Explanatory Note 1 – Re-Election of Directors

Under Listing Rule 2.7.1 of the NZX Listing Rules, and in accordance with the Company's constitution a Director of an issuer must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3-years, whichever is longer. In this case, Mr John McMahon and Mr Nelson Siva retire by rotation and being eligible, offer themselves for re-election by shareholders at the Annual Meeting.

Director's Biography – Mr John McMahon

John is chairman of the SDL board. With experience in the publishing, transport and software industries, for 18 years John has been an equity analyst. He was also head of equities for industries such as telecommunications, media, gaming and transport, and Managing Director of ASB Securities and manages his own investment portfolio through Sydney-based Auro Investment Management.

John holds a Bachelor of Commerce (Hons), an MBA, and is a Chartered Financial Analyst. He is a director (and Chair) of Wellington Drive Technologies Limited and a director of NZX Limited.

Director's Biography – Mr Nelson Siva

Qualified as an electrical and electronic engineer, Nelson worked in London before coming to New Zealand in 1979. Nelson was later appointed Managing Director and CEO for the Asia-Pacific operations of a data communications company. Over subsequent years he revitalised manufacturing companies by expanding to new markets and developed global markets for technology products and services.

Nelson has been CEO for Solution Dynamics since 2006 and joined the Board in 2010 as an Executive Director.

Explanatory Note 2 – Auditor's Remuneration

Grant Thornton 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.

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