



**CDL INVESTMENTS NEW ZEALAND LIMITED**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is given that the Annual Meeting of CDL Investments New Zealand Limited ("the Company" or "CDI") will be held on Friday 30 May 2025 commencing at 10.00am (New Zealand time) at Grand Millennium Auckland, 71 Mayoral Drive, Auckland, New Zealand and virtually via the online platform provided by CDI's share registrar, Computershare Investor Services Limited, at <https://meetnow.global/nz>.

**BUSINESS**

**Chairman's Welcome and Introduction**

**Chief Executive's Review**

**Resolutions**

To consider and, if thought fit, pass the following ordinary resolutions (which require a simple majority of the votes cast):

**1 To elect director**

That **Janie ELRICK** be elected as a director of the Company.

(See Explanatory Notes for more information and profile)

**2 Auditor's remuneration**

That the Board of Directors be authorised to fix the auditor's fees and expenses.

(See Explanatory Notes for more information)

**General Business**

By Order of the Board

Takeshi Ito  
Company Secretary  
1 May 2025

## **PROCEDURAL NOTES**

### **Entitlement to vote**

You are entitled to vote at the Annual Meeting if you have a shareholding at 5.00pm on Wednesday 28 May 2025 (New Zealand time).

### **Proxies and Corporate Representatives**

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend (either in person or virtually) and vote on their behalf. A proxy need not be a shareholder of the Company. The appointment of a proxy or representative does not preclude a shareholder from attending the Annual Meeting and voting.

The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her to vote on their behalf. If you appoint the Chair of the meeting, or any other director, as your proxy and do not direct him or her how to vote in the proxy form, the Chair of the meeting, or that other director, will vote in favour of all of the resolutions set out in this Notice. To appoint the Chair of the meeting or another director as your proxy, enter 'the Chair' or the name of that other director you wish to appoint in the space allocated in 'Step 1' of the proxy form enclosed with this Notice. Alternatively, to appoint a proxy online (or in the case of a corporate shareholder, a representative), the shareholder must make that appointment online by visiting [www.investorvote.co.nz](http://www.investorvote.co.nz). A shareholder will be taken to have signed the proxy form by lodging it in accordance with the instructions on the website.

If you do not name a person as your proxy but otherwise complete the proxy form in full, or you appoint a proxy but your named proxy does not attend the meeting (whether in person or virtually), the Chair of the meeting will be appointed your proxy. When acting as proxy in these circumstances, the Chair of the meeting will:

- vote in accordance with your express direction; and
- for any resolutions where you have selected "proxy discretion", vote in accordance with his or her discretion (subject to any applicable voting restrictions).

Proxy forms must be received by the Company's share registrar, Computershare Investor Services Limited (contact details for which are set out on the proxy form), by 10.00am on Wednesday 28 May 2025 (New Zealand time). A proxy form is enclosed with this Notice.

**All resolutions for consideration at the Annual Meeting are ordinary resolutions and must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.**

### **How to attend the meeting online**

In addition to attending in person, shareholders can attend the meeting virtually through the Computershare meeting platform <https://meetnow.global/nz>.

To access the meeting, click 'Go' under the CDI meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz) for more information.

You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible. If you have any questions, or need assistance with the online process, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (New Zealand time). 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 to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them, as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting. Details of how to participate 'virtually' are provided in the Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting. Shareholders will require their CSN/Shareholder Number, which can be found on their proxy form, for verification purposes.

### **If you are attending the meeting in person**

The Hotel has car parking space on site for a fee but spaces are limited. Alternatively, shareholders can use the Civic Carpark building in Aotea Square. If you are taking public transport, Grand Millennium Auckland is close to stops 1078, 1084 (Mayoral Drive) and 1364 (Greys Avenue) and a short walk from stops 7059 and 7060 (Town Hall).

## **EXPLANATORY NOTES**

### **Resolution 1 – Election of director:**

In accordance with the Company's Constitution, **Janie ELRICK**, having been appointed by the Board after the last annual meeting of shareholders, retires and offers herself for election.

#### **Janie ELRICK**

Ms. Elrick is a highly experienced director and senior executive who has extensive strategic and financial expertise combined with strong commercial acumen. Her experience base includes deal structuring, tax, banking, law and she has held multiple CFO roles including Downer Construction, Steel & Tube Ltd, Synlait, and Zespri.

Currently she is a director and Chair of the Audit Committee of Inframax Construction Ltd and Trustee and Chair of the Audit and Risk Committee of Community Living Trust.

She is a member of the Institute of Directors, and is a Chartered Accountant. The Board has determined that Ms. Elrick is an Independent Director as defined under the NZX Listing Rules.

**The Board unanimously recommends shareholders vote in favour of the election of Ms. Elrick.**

### **Resolution 2 – Auditor's remuneration:**

KPMG is the existing Auditor of the Company. KPMG is automatically reappointed as Auditor under section 207T of the Companies Act 1993. Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such manner as the Company determines at the Annual Meeting. The Board recommends that, consistent with usual practice, the auditor's fees and expenses be fixed by the Directors.

**The Board unanimously recommends shareholders vote in favour of this resolution.**