

Notice of Annual Shareholder Meeting Solution Dynamics Limited (SDL)

Thursday 24 October 2024 commencing at 10.30am.

Notice is hereby given that the Annual Meeting of Solution Dynamics Limited is to be held as a hybrid meeting (virtual and in person) on Thursday 24 October 2024 commencing at 10.30am in the Company's offices, 18 Canaveral Drive, Albany, Auckland, and online at Computershare Meeting Platform <https://meetnow.global/nz>

Business

The business of the meeting is:

- Chairman's and CEO's addresses.
- To receive and consider the annual report for the year ended 30 June 2024, together with the financial statements and auditor's report.

Resolutions

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

1. To re-elect Mr Andy Preece, who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rule and in accordance with the Company's constitution, and being eligible, offers himself for re-election as a director. Please review Mr Andy Preece's biography under Explanatory Note 1.
2. To re-elect Mr Julian Beavis, who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rule and in accordance with the Company's constitution, and being eligible, offers himself for re-election as a director. Please review Mr Julian Beavis's biography under Explanatory Note 2.
3. That the Board be authorised to fix the remuneration of Grant Thornton as the Company's auditors for the 2025 financial year. See Explanatory Note 3.

General Business

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

VIRTUAL MEETING INSTRUCTIONS

Shareholders participating in the Annual Meeting virtually through Computershare's Virtual Meeting Platform will need their CSN or holder number which can be found on their Proxy/Voting Form or at the top of your email.

To access the virtual meeting, click 'Go' under the Solution Dynamics Limited meeting and then click 'Join Meeting Now'. Please refer to the accompanying Virtual Meeting Guide for more information.

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 your 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.

Postal Address

Solution Dynamics Limited
PO Box 301248, Albany
Auckland 0752, New Zealand

Physical Address

18 Canaveral Drive
Albany
Auckland 0632

Contact

Phone: +64 9 970 7700
Email: info@solutiondynamics.com
Web: www.solutiondynamics.com

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.

Shareholders may submit questions to be considered at the Annual Meeting.

Proxies and representatives

If you are unable to attend the Meeting online, you may appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on your behalf. The notice appointing a proxy or representative must be received by Computershare Investor Services Limited not later than 10.30am on Tuesday 22 October 2024 by any of the following means:

- Online: visit www.investorvote.co.nz and follow the instructions or, if you have a Smartphone, by scanning the QR code on the first page of the proxy form attached to this Notice of Meeting and following the prompts.
- Email: corporateactions@computershare.co.nz with “SDL Proxy” in the subject line
- Mail: Post your completed form to Computershare Investor Services Limited, Private Bag 92119 Victoria Street West, Auckland 1142.

Procedural Notes

- **Ordinary resolutions:** Resolutions 1 and 2 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 5.00pm on Tuesday 22 October 2024, 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 they can be any person of your choice, and you may appoint the chairperson of the meeting or any other director to act as proxy. If you have inadvertently not named a proxy, or your named proxy does not attend the meeting, the chairperson will be your proxy and vote in accordance with your expressed direction.
 - 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, being prior to 10.30am on Tuesday, 22 October 2024.
 - 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. If a proxy is given discretion to vote on a resolution, but the proxy is restricted from voting on that resolution, the proxy must not exercise discretion on such resolution.
- **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.

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- 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 to be addressed at the meeting. 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 susiewa@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.

Presentations

The presentations from the Annual Meeting will be released to the NZX and published on the Company’s website at <https://solutiondynamics.com/about/investor-center/>, on 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
23 September 2024

Postal Address

Solution Dynamics Limited
PO Box 301248, Albany
Auckland 0752, New Zealand

Physical Address

18 Canaveral Drive
Albany
Auckland 0632

Contact

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Explanatory Notes

Explanatory Note 1 – Re-Election of Andy Preece

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 Andy Preece retires by rotation and being eligible, offers himself for re-election by shareholders at the Annual Meeting.

Director's Biography – Mr Andy Preece

Andy is the Chair and member of the Company's Audit & Risk Committee.

Andy's experience includes non-executive directorships of both Australian and New Zealand listed and private companies. He is a director of Midway Limited (ASX MWY). Andy has held several executive roles including Managing Director and Chief Executive Officer of Spicers Limited (ASX SRS). He has a manufacturing, merchanting and wholesaling career spanning over 30 years, originating in the UK packaging industry.

Explanatory Note 2 – Re-Election of Julian Beavis

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 Julian Beavis retires by rotation and being eligible, offers himself for re-election by shareholders at the Annual Meeting.

Director's Biography – Mr Julian Beavis

Julian has been a long standing SDL director who joined the Board to assist SDL's pivot from its mail house roots. Always focussed on business development and growth much of his working career has been in the technology sector outside NZ with Country and Asia Pacific senior leadership roles for US domiciled multinationals. The last 10 years has seen him focus on North American and Western European business opportunities with supply chain consulting and the development of disruptive packaging solutions that greatly reduce waste and emissions. He continues to provide SDL with insight largely formed outside of the NZ marketplace.

Explanatory Note 3 – 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 for the 2025 financial year. The Board unanimously supports resolution 3 and recommends that shareholders vote in favour of it at the meeting.

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