

# Notice of Annual General Meeting of Shareholders 2024



Notice is hereby given that the Annual Meeting of Shareholders of Trade Window Holdings Limited will be held on Thursday, 22 August 2024 at 11am (NZT)

**Trade Window Holdings Limited will be conducting its Annual Meeting as a virtual meeting only**





# Dear Shareholder

You are invited to join us for the Annual General Meeting of Shareholders of TradeWindow Holdings Limited (NZX: TWL) (the Company, TradeWindow), to be held virtually via Computershare’s Meeting Platform as follows:

**Date of meeting: 22 August 2024**

**Time: 11am (NZT)**

**Annual Meeting link: <https://meetnow.global/nz>**

**No physical place of meeting will be made available.**

Details of how to participate virtually are provided in the notes below and Virtual Meeting Guide attached to this Notice of Meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting. By using the meeting platform, Shareholders will be able to watch the meeting, and vote and ask questions online using your smartphone, tablet or desktop device.

## **Important dates and times**

(All times are given in New Zealand time) Latest time for receipt of proxy forms Tuesday, 20 August 2024 at 11:00am Record date for voting entitlements Tuesday, 20 August 2024 at 11:00am Annual Meeting Thursday, 22 August 2024 at 11:00am

# Business

<b>A</b>	<b>Chair’s address</b>
<b>B</b>	<b>Annual Meeting presentation</b>
<b>C</b>	<b>Shareholder discussion</b>
<b>D</b>	<div><b>Resolutions</b><p>Shareholders to consider and, if thought fit, pass the following Ordinary Resolutions:</p><p><b>Resolution 1 – Auditor’s remuneration</b></p><p>That, in accordance with section 207S of the Companies Act 1993, the Board be authorised to fix the remuneration of the Company’s auditor, UHY Haines Norton Sydney, for the ensuing year.</p><p><b>Resolution 2 – Ratification of previous issue of shares pursuant to private placement with select investors</b></p><p>That, in accordance with NZX Listing Rule 4.5.1(c), Shareholders approve and ratify for all purposes, the previous share issue of 2,057,614 fully paid ordinary shares in Trade Window Holdings Limited to select investors pursuant to a private placement at an issue price of NZ\$0.243 per share which was allotted in three stages on 30 November 2023, 1 February 2024 and 15 March 2024.</p><p><b>Resolution 3 – Ratification of previous issue of shares pursuant to share placement</b></p><p>That, in accordance with NZX Listing Rule 4.5.1(c), Shareholders approve and ratify for all purposes, the previous share issue of 7,677,898 fully paid ordinary shares in Trade Window Holdings Limited to select investors pursuant to a share placement at an issue price of NZ\$0.175 per share which was allotted on 24 April 2024.</p><p><b>Resolution 4 – Ratification of previous issue of shares pursuant to share purchase plan</b></p><p>That, in accordance with the definition of “Share Purchase Plan” in the NZX Listing Rules, Shareholders approve and ratify for all purposes, the previous share issue of 1,262,287 fully paid ordinary shares in Trade Window Holdings Limited to Shareholders pursuant to a share purchase plan at an issue price of NZ\$0.175 per share which was allotted on 24 April 2024.</p><p><b>Resolution 5 – Re-election of Alasdair MacLeod as Director</b></p><p>That, Alasdair MacLeod be re-elected as an independent non-executive director of Trade Window Holdings Limited.</p><p><b>Resolution 6 – Re-election of Phil Norman as Director</b></p><p>That, Phil Norman be re-elected as an independent non-executive director of Trade Window Holdings Limited.</p><p><b>Resolution 7 – Re-election of Albertus Smith as Director</b></p><p>That, Albertus Smith be re-elected as an executive director of Trade Window Holdings Limited.</p><p><b>Resolution 8 – Re-election of Kerry Friend as Director</b></p><p>That, Kerry Friend be re-elected as an executive director of Trade Window Holdings Limited.</p><p>Further information relating to the above Resolutions, including the voting restrictions that apply to Resolutions 2, 3 and 4 is set out in the Explanatory Notes and Procedural Notes below.</p></div>
<b>E</b>	<b>Other business</b>

# Explanatory notes

## 1. Auditor’s remuneration

UHY Haines Norton Sydney is the existing auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993 (the “Companies Act”), UHY Haines Norton Sydney is automatically reappointed at the Annual Meeting as auditor of the Company. Section 207S(a) of the Companies Act provides that the auditor’s fees and expenses must be fixed, either by the Company at that Annual Meeting or in the manner that the Company determines at the Annual Meeting. The proposed Resolution 1, if passed by Shareholders, would authorise the board of directors of the Company (“Board”), consistent with commercial practice, to fix the remuneration of UHY Haines Norton Sydney as the Company’s auditor.

- 1,925,927 fully paid ordinary shares on 30 November 2023;
- 41,152 fully paid ordinary shares on 24 February 2024; and
- 90,535 fully paid ordinary shares on 24 March 2024, **(together, the “Private Placement Shares”)**.

The Private Placement Shares rank equally with all other existing ordinary shares in the Company. Executive Directors Albertus Smith and Kerry Friend indirectly participated in the Private Placement, but otherwise no Directors or Senior Managers (or their Affiliates) participated in the Private Placement.

The Private Placement Shares issued were equal to approximately 1.8% of the issued capital of the Company immediately prior to the first issuance under the Private Placement.

## 2. Ratification of previous issue of shares pursuant to share placement

On 16 November 2023, TradeWindow announced that it had secured a NZ\$500,000.00 investment via a subscription for 2,057,614 fully paid ordinary shares by key existing investors, including the two founders of the Company and a new investor, Phil Richards (see <https://www.nzx.com/announcements/421746>) (“**Private Placement**”).

The investment under the Private Placement was a key condition of an agreement between TradeWindow and its lender, ASB Bank in connection with a restructure of Company’s debt facilities to support the long-term stability of the Company’s business.

The issue price for the Private Placement was set at a fixed price of NZ\$0.243 per share, representing a 10% discount to the 30-day Volume Weighted Average Price (“**VWAP**”) of NZ\$0.27 per share on 1 November 2023. Under the Private Placement, settlement of the subscription for the fully paid ordinary shares occurred in three stages:

All of the Private Placement Shares were issued under NZX Listing Rule 4.5.1. NZX Listing Rule 4.5.1 permits an issue of shares up to 15% of the issued share capital of the Company in any 12 month period without prior shareholder approval.

Resolution 2 is being proposed in accordance with NZX Listing Rule 4.5.1(c), which allows Shareholders to ratify a prior issue of shares under NZX Listing Rule 4.5.1. If Shareholders pass Resolution 2, and thereby ratify the issue of 2,057,614 shares in the Company under the Private Placement, the Company’s capacity to issue shares under NZX Listing Rule 4.5.1 up to the limit permitted by the rule within the following 12 month period will be refreshed to approximately 11.3 million shares.

If Shareholders were to also pass Resolution 3, and thereby ratify the issue of 7,677,898 shares in the Company under the Capital Raising Placement (defined below), the Company’s capacity to issue shares under NZX Listing Rule 4.5.1 up to the limit permitted by the rule within the following 12 month period will be refreshed to approximately 19.0 million. shares.



TradeWindow considers that it is important as a growth company to retain this full capacity to undertake further issuances pursuant to NZX Listing Rule 4.5.1, should the Company wish to undertake a further placement of equity securities prior to 24 March 2025. Failure to pass Resolution 2 will not affect the validity of the Private Placement Shares but will reduce the number of equity securities that can be issued by the Company under NZX Listing Rule 4.5.1 prior to 24 March 2025.

The Board recommends that Shareholders vote in favour of Resolution 2, as it will provide TradeWindow the flexibility to raise capital as required within NZX’s 15% placement limit.

### 3. Ratification of previous issue of shares pursuant to share placement

On 22 April 2024, TradeWindow announced that it had closed its NZ\$2.2 million capital raise (see <https://www.nzx.com/announcements/429875>). The capital raising included:

- a non-underwritten placement of up to NZ\$2 million of newly issued ordinary shares to existing and new institutional and other select investors, which closed fully subscribed (**the “Capital Raising Placement”**); and
- a non-underwritten share purchase plan (the **“SPP”**) to TradeWindow’s eligible existing shareholders with an address in New Zealand to raise up to NZ\$200,000 (with the ability to accept oversubscriptions at TradeWindow’s discretion), which closed oversubscribed by 10.4%, (together, the “Capital Raising”).

Under the **Capital Raising**, the Company sought the aggregate amount of NZ\$2.2 million to drive TradeWindow’s organic growth in Australia, provide a pathway to profitability in FY25, and support existing software solutions.

The issue price for the Capital Raising Placement was set at a fixed price of NZ\$0.175 per share, representing an approximately 10% discount to the VWAP of TradeWindow share traded on the NZX during the 20 trading days up to the opening of the Capital Raising on 26 March 2024. The issue price under the SPP was also set at NZ\$0.175 per share, representing the lower of the Capital Raising Placement of NZ\$0.175 per share, and a 2.5% discount to the VWAP of TradeWindow shares traded on the NZX during the 40 days up to, and including, the end of the Capital Raising on 22 April 2024.

The Company issued:

- 7,677,898 fully paid ordinary shares under the Capital Raising Placement in accordance with NZX Listing Rule 4.5.1, which were allotted on 24 April 2024 (**“Capital Raising Placement Shares”**); and
- 1,262,287 fully paid ordinary shares under the SPP in accordance with NZX Listing Rule 4.3.1, which were allotted on 24 April 2024.

All of the shares issued under the Capital Raising rank equally with all other existing ordinary shares in the Company. Executive Director Kerry Friend indirectly participated in the Capital Raising Placement, but otherwise no Directors or Senior Managers (or their Affiliates) participated in the Capital Raising Placement.

The Capital Raising Placement Shares issued were equal to approximately 6.6% of the issued capital of the Company immediately prior to the Capital Raising.

During the offer period under the Capital Raising, Executive Director Albertus Smith had subscribed for 3,750,673 ordinary shares in the Company via subscription agreement (**“Subscription Agreement”**). The issuance under the Subscription Agreement is subject to delayed settlement and required shareholder approval under NZX Listing Rule 4.2.1. Shareholder approval was granted in a special meeting of Shareholders held on 12 June 2024 for the issuance of shares to Albertus Smith under NZX Listing Rule 4.2.1. Accordingly, Albertus Smith will not be

restricted from voting in favour of this Resolution 3 as the shares under the Subscription Agreement were issued pursuant NZX Listing Rule 4.2.1 and not NZX Listing Rule 4.5.1.

All of the shares to be issued to Albertus Smith under the Subscription Agreement are to be issued under NZX Listing Rule 4.2.1. Further information relating to the Subscription Agreement and the issuance of shares to Albertus Smith is set out in TradeWindow’s notice of special meeting of Shareholders, dated 27 May 2024 (see <https://www.nzx.com/announcements/431802>).

All of the Capital Raising Placement Shares were issued under NZX Listing Rule 4.5.1. NZX Listing Rule 4.5.1 permits an issue of shares up to 15% of the issued share capital of the Company in any 12 month period without prior shareholder approval.

Resolution 3 is being proposed in accordance with NZX Listing Rule 4.5.1(c), which allows Shareholders to ratify a prior issue of shares under NZX Listing Rule 4.5.1. If Shareholders pass Resolution 3, and thereby ratify the issue of 7,677,898 shares in the Company under the Capital Raising Placement, the Company’s capacity to issue shares under NZX Listing Rule 4.5.1 up to the limit permitted by the rule within the following 12 month period will be refreshed to approximately 17 million shares.

If Shareholder were to also pass Resolution 2, and thereby ratify the issue of 2,057,614 shares in the Company under the Private Placement (defined above), the Company’s capacity to issue shares under NZX Listing Rule 4.5.1 up to the limit permitted by the rule within the following 12 month period will be refreshed to approximately 19 million shares.

Similar to Resolution 2, TradeWindow considers that it is important as a growth company to retain this full capacity to undertake further issuances pursuant to NZX Listing Rule 4.5.1, should the Company wish to undertake a further placement of equity securities prior to 24 April

2025. Failure to pass Resolution 3 will not affect the validity of the Capital Raising Placement Shares but will reduce the number of equity securities that can be issued by the Company under NZX Listing Rule 4.5.1 prior to 24 April 2025.

The Board recommends that shareholders vote in favour of Resolution 3, as it will provide TradeWindow the flexibility to raise capital as required with NZX’s 15% placement limit.

### 4. Ratification of previous issue of shares pursuant to share purchase plan

As described under Resolution 3, following the Capital Raising Placement, TradeWindow undertook the SPP. Under the SPP, the Company offered up to NZ\$50,000 of shares per existing shareholder with an address in New Zealand, for an aggregate offer size of up to NZ\$200,000, which closed oversubscribed by 10.4%.

Under the SPP, which opened on 8 April 2024, the Company issued 1,262,287 fully paid ordinary shares (**“SPP Shares”**), raising NZ\$220,900.22 in accordance with NZX Listing Rule 4.3.1(c), with the SPP Shares being allotted on 24 April 2024. Ninety-three Shareholders subscribed for shares under the SPP.

All of the SPP Shares rank equally with all other existing ordinary shares in the Company. The SPP Shares issued were equal to approximately 1.08% of the issued capital of the Company immediately prior to the commencement of the SPP.

All of the SPP Shares were issued under NZX Listing Rule 4.3.1(c). NZX Listing Rule 4.3.1(c) permits an issue under a share purchase plan provided that:

- the issuance does not exceed 10% of the issued share capital of the Company as at the commencement of the SPP; and



- the consideration payable for equity securities issued under all share purchase plans (other than share purchase plans that have been ratified) by the Company does not exceed NZ\$50,000 per registered holder in any 12 month period.

Resolution 4 is being proposed in accordance with the NZX Listing Rules, which allows Shareholders to ratify a prior issue of shares under a share purchase plan. If Shareholders pass Resolution 4, and thereby ratify the issue of 1,262,287 shares in the Company under the SPP, the Company's capacity to issue shares under NZX Listing Rule 4.3.1(c) will be refreshed.

Similar to Resolution 2 and 3, TradeWindow considers that it is important as a growth company to retain this full capacity to undertake further issuances pursuant to NZX Listing Rule 4.3.1(c), should the Company wish to undertake a further share purchase plan prior to 24 April 2025. Failure to pass Resolution 4 will not affect the validity of the SPP Shares but will reduce the number of equity securities that can be issued by the Company under NZX Listing Rule 4.3.1(c) prior to 24 April 2025.

The Board recommends that shareholders vote in favour of Resolution 4, as it will provide TradeWindow the flexibility to raise capital as required.

### 5. Re-election of Alasdair MacLeod as a Director

Alasdair MacLeod was first appointed as a director of TradeWindow in October 2021 and accordingly is required to stand for reappointment in 2024, being the third annual meeting following his appointment. He is the Chair of the TradeWindow Board, Chair of the Nomination and Remuneration Committee, and member of the Audit and Risk Committee.

In accordance with the NZX Listing Rule 2.7.1, Alasdair retires by rotation and offers himself for re-election as a director of TradeWindow at the meeting. The Board

unanimously supports Alasdair's re-election and considers that he qualifies as an independent director under the applicable NZX Listing Rules.

#### Alasdair MacLeod

Independent Non-Executive Director, Chair

Alasdair has broad governance experience across the software, technology and not for profit sectors and has worked extensively with primary industry exporters. He is a former Partner of Deloitte NZ and until December 2022 was Chair of NZX-listed Napier Port Holdings Limited. He is currently Chair of Silverstripe Limited, a Wellington-based digital experience company. He was Chair of the Hawke's Bay chapter of Export NZ for seven years.

### 6. Re-election of Phil Norman as a Director

Phil Norman was first appointed as a director of TradeWindow in October 2021 and accordingly is required to stand for reappointment in 2024, being the third annual meeting following his appointment. He is the Chair of the Audit and Risk Committee, and member of the Nomination and Remuneration Committee.

In accordance with the NZX Listing Rule 2.7.1, Phil retires by rotation and offers himself for re-election as a director of TradeWindow at the meeting. The Board unanimously supports Phil's re-election and considers that he qualifies as an independent director under the applicable NZX Listing Rules.

#### Phil Norman

Independent Non-Executive Director

Phil is a professional director and business advisor for growth companies. His career has included management, ownership and governance roles in many local and international businesses. He was founding chairman of Xero Limited and formerly director of ASX listed TASK Group Holdings Limited. Phil is a current director of Loyalty New Zealand Limited (Fly Buys).

### 7. Re-election of Albertus Smith as a Director

Albertus Smith ("AJ") was first appointed as a director of TradeWindow in October 2021 and accordingly is required to stand for reappointment in 2024, being the third annual meeting following his appointment.

In accordance with the NZX Listing Rule 2.7.1, AJ retires by rotation and offers himself for re-election as a director of TradeWindow at the meeting. The Board unanimously supports AJ's re-election and considers that he qualifies as a director under the applicable NZX Listing Rules.

#### AJ Smith

Executive Director

AJ is a founding shareholder of TradeWindow and has been the CEO from the company's inception in 2018 building on a track record of innovation and investment in successful rapid-growth companies including MediFin, GreenFin and Bonds Africa (South Africa) and Commonwealth Finance Group (Switzerland). With a strong belief in building high-performance teams, AJ is an active executive member of the Young Presidents Organisation.

### 8. Re-election of Kerry Friend as a Director

Kerry Friend was first appointed as a director of TradeWindow in September 2021 and accordingly is required to stand for reappointment in 2024, being the third annual meeting following his appointment. He is a member of the Audit and Risk Committee.

In accordance with the NZX Listing Rule 2.7.1, Kerry retires by rotation and offers himself for re-election as a director of TradeWindow at the meeting. The Board unanimously supports Kerry's re-election and considers that he qualifies as a director under the applicable NZX Listing Rules.

#### Kerry Friend

Executive Director

Kerry has three decades of financial management experience. He started his career with EY Wellington before following a career across Asia primarily in the media and entertainment sector. Kerry has previously held senior finance positions with Take-Two Interactive Software (Singapore), Jupiter TV (Japan), Bloomberg (Japan) and News Corporation (Japan). He is a current director of Northpower Limited and Northpower Fibre Limited.

# Procedural notes and other information

## Persons entitled to vote

The persons who will be entitled to vote at the Annual Meeting are those persons (or their proxies or representatives) registered on the Company's register of Shareholders as the holders of shares as at 11am on Tuesday 20 August 2024.

## Voting restrictions

### Resolution 2

In accordance with NZX Listing Rule 6.3.1, the Company will disqualify any votes cast by any Shareholders who acquired Private Placement Shares (and their respective Associated Persons (as defined in the NZX Listing Rules)) in favour of Resolution 2. This will include Executive Directors AJ Smith and Kerry Friend who indirectly acquired Private Placement Shares.

A person disqualified from voting may act as a proxy for another person who is qualified to vote in respect shares held by that person and in accordance with that person's express instructions.

### Resolution 3

In accordance with NZX Listing Rule 6.3.1, the Company will disqualify any votes cast by any Shareholders who acquired Capital Raising Placement Shares (and their respective Associated Persons (as defined in the NZX Listing Rules)) in favour of Resolution 3. This will include Executive Director Kerry Friend who indirectly acquired Capital Raising Placement Shares.

A person disqualified from voting may act as a proxy for another person who is qualified to vote in respect shares held by that person and in accordance with that person's express instructions.

## Resolution 4

In accordance with NZX Listing Rule 6.3.1, the Company will disqualify any votes cast by any Shareholders who acquired SPP Shares (and their respective Associated Persons (as defined in the NZX Listing Rules)) in favour of Resolution 4.

A person disqualified from voting may act as a proxy for another person who is qualified to vote in respect shares held by that person and in accordance with that person's express instructions.

## Casting your vote

Shareholders may cast their vote in one of three ways:

### (a) Attending the meeting

Shareholders will not be able to attend the Annual Meeting in person. Attendance will only be via the Computershare Meeting Platform at <https://meetnow.global/nz>. To access the meeting, click 'Go' under the TradeWindow meeting and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and enter your **CSN/Securityholder Number** and **post code** (or country of residence if outside of New Zealand).

Please refer to the Virtual Meeting Guide attached to this Notice of Meeting for more information. You will need the latest version of Chrome, Safari, or Edge to access the meeting. Please ensure your browser is compatible.

### (b) Appointing a proxy

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 by signed

notice in writing. A proxy need not be a shareholder of the Company. If you appoint a proxy, you may either direct your proxy how to vote for you on some or all Resolutions or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular Resolution, then the proxy will vote as he or she sees fit.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the Meeting will be appointed your proxy and will vote in accordance with your express direction. The Chair of the Meeting intends to vote any undirected proxies held by him in favour of the Resolutions.

If you provide a postal vote (For, Against, Abstain) and also appoint a proxy, your postal vote will take priority over your proxy appointment. A Proxy Form is enclosed with this Notice of Meeting. If used to appoint a proxy, it must be received at Computershare Investor Services, no later than **11am (NZT) on Tuesday 20 August 2024.**

### (c) Casting a postal vote

Shareholders who are entitled to attend and vote at the Annual Meeting may cast a postal vote instead of attending in person or appointing a proxy. A Voting/Proxy Form is attached to this Notice of Meeting. If used to cast a postal vote, it must be received at Computershare Investor Services, no later than

**11am (NZT) on Tuesday 20 August 2024.**

## (d) Online appointment of proxies and postal voting

Proxy appointments or postal votes can be lodged online at [www.investorvote.co.nz](http://www.investorvote.co.nz). To vote online you must enter your CSN/Securityholder number, post code/Country of Residence and the secure access Control Number that is located on the front of your Voting/Proxy Form or advised in the email notification you received.

To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

## Ordinary Resolutions

All Resolutions will be passed if approved by ordinary resolution at the Annual Meeting. An ordinary resolution means a resolution passed by a simple majority of the votes of Shareholders of the Company entitled to vote and voting on the resolution.

## NZX

NZX Regulation Limited (**NZ RegCo**) does not object to this Notice of Meeting and does not take any responsibility for any statement contained within this Notice of Meeting.

## More information

If you have any questions or require further information in relation to this Notice of Meeting, please contact the Company's Chief Strategy Officer, Andrew Balgarnie, at [andrew@tradewindow.io](mailto:andrew@tradewindow.io).







# TradeWindow

Holdings Limited

## Lodge your postal vote or proxy



### Online

[www.investorvote.co.nz](http://www.investorvote.co.nz)



### By Mail

Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142, New Zealand

## For all enquiries contact



+64 9 488 8777



[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

## Proxy/Voting Form



**[www.investorvote.co.nz](http://www.investorvote.co.nz)**

Lodge your vote or appoint your proxy online, 24 hours a day, 7 days a week:

**Smartphone?**

Scan the QR code to vote now.

### Your secure access information

Control Number:

CSN/Shareholder Number:

**PLEASE NOTE:** You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online.



**For your proxy or vote to be effective it must be received by 11:00 am on Tuesday, 20 August 2024.**

## VIRTUAL MEETING

TradeWindow will be conducting its Annual Meeting as a virtual meeting only using Computershare's Meeting Platform <https://meetnow.global/nz>. No physical place of meeting will be made available.

## How to Vote on Items of Business

### Appointing a proxy

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 by signed notice in writing. A proxy need not be a shareholder of the Company. If you appoint a proxy, you may either direct your proxy how to vote for you on some or all resolutions or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, then the proxy will vote as he or she sees fit.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the Meeting will be appointed your proxy and will vote in accordance with your express direction. The Chair of the Meeting intends to vote any undirected proxies held by him in favour of the Resolutions.

### Casting a postal vote

Shareholders who are entitled to attend and vote at the Annual Meeting may cast a postal vote instead of attending in person or appointing a proxy.

### Ordinary Resolutions

The resolutions will be passed if approved by ordinary resolutions at the Annual Meeting. An ordinary resolution means a resolution passed by a simple majority of the votes of shareholders of the Company entitled to vote and voting on the resolutions.

### Voting Restrictions

#### Resolution 2

In accordance with NZX Listing Rule 6.3.1, the Company will disqualify any votes cast by any Shareholders who acquired Private Placement Shares (and their respective Associated Persons (as defined in the NZX Listing Rules)) in favour of Resolution 2. This will include Executive Directors AJ Smith and Kerry Friend who indirectly acquired Private Placement Shares.

#### Resolution 3

In accordance with NZX Listing Rule 6.3.1, the Company will disqualify any votes cast by any Shareholders who acquired Capital Raising Placement Shares (and their respective Associated Persons (as defined in the NZX Listing Rules)) in favour of Resolution 3. This will include Executive Director Kerry Friend who indirectly acquired Capital Raising Placement Shares.

#### Resolution 4

In accordance with NZX Listing Rule 6.3.1, the Company will disqualify any votes cast by any Shareholders who acquired SPP Shares (and their respective Associated Persons (as defined in the NZX Listing Rules)) in favour of Resolution 3.

A person disqualified from voting under any Resolution may act as a proxy for another person who is qualified to vote in respect shares held by that person and in accordance with that person's express instructions..

## Signing Instructions

### Individual

Where the holding is in one name, the shareholder must sign.

### Joint Holding

Where the holding is in more than one name, all of the shareholders should sign (on behalf of all shareholders). In the case of joint shareholders, if the shareholders appoint different proxies, the vote of the proxy appointed by the first shareholder will be counted.

### Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

### Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

### Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form to vote**

# Proxy/Voting Form

## STEP 1

### Voting Instructions/Voting Paper

**Please note:** If you do not plan to attend the meeting, you may cast a postal vote or appoint a proxy to vote at the meeting.

#### Resolutions

For Against Proxy Discretion Abstain

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

**Resolution 1. Auditor's remuneration**

That, in accordance with section 207S of the Companies Act 1993, the Board be authorised to fix the remuneration of the Company's auditor, UHY Haines Norton Sydney, for the ensuing year.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

**Resolution 2. Ratification of previous issue of shares pursuant to private placement with select investors**

That, in accordance with NZX Listing Rule 4.5.1(c), Shareholders approve and ratify for all purposes, the previous share issue of 2,057,614 fully paid ordinary shares in Trade Window Holdings Limited to select investors pursuant to a private placement at an issue price of NZ\$0.243 per share which was allotted in three stages on 30 November 2023, 1 February 2024 and 15 March 2024.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

**Resolution 3. Ratification of previous issue of shares pursuant to share placement**

That, in accordance with NZX Listing Rule 4.5.1(c), Shareholders approve and ratify for all purposes, the previous share issue of 7,677,898 fully paid ordinary shares in Trade Window Holdings Limited to select investors pursuant to a share placement at an issue price of NZ\$0.175 per share which was allotted on 24 April 2024.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

**Resolution 4. Ratification of previous issue of shares pursuant to share purchase plan**

That, in accordance with the definition of "Share Purchase Plan" in the NZX Listing Rules, Shareholders approve and ratify for all purposes, the previous share issue of 1,262,287 fully paid ordinary shares in Trade Window Holdings Limited to Shareholders pursuant to a share purchase plan at an issue price of NZ\$0.175 per share which was allotted on 24 April 2024.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

**Resolution 5. Re-election of Alasdair MacLeod as Director**

That, Alasdair MacLeod be re-elected as an independent non-executive director of Trade Window Holdings Limited.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

**Resolution 6. Re-election of Phil Norman as Director**

That, Phil Norman be re-elected as an independent non-executive director of Trade Window Holdings Limited.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

**Resolution 7. Re-election of Albertus Smith as Director**

That, Albertus Smith be re-elected as an executive director of Trade Window Holdings Limited.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

**Resolution 8. Re-election of Kerry Friend as Director**

That, Kerry Friend be re-elected as an executive director of Trade Window Holdings Limited.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

## STEP 2

### Appointment of Proxy

If you mark any of the PROXY DISCRETION boxes above you must appoint a proxy. This may be the chairman or any director if you so wish.

I/We being a shareholder/s of TradeWindow Holdings Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the directions in Step 1 at the **Annual Meeting of Shareholders of TradeWindow Holdings Limited on Thursday, 22 August 2024 at 11:00 am** and at any adjournment of that meeting.

If your proxy is not the Chairman of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): \_\_\_\_\_ and (Email): \_\_\_\_\_



### Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address \_\_\_\_\_

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

## SIGN

### Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_



**TradeWindow**  
Holdings Limited