



Notice of 2016 Annual Meeting Hellaby Holdings Limited

Notice is hereby given that the Annual Meeting of shareholders of Hellaby Holdings Limited will be held at the ANZ Viaduct Events Centre, 161 Halsey Street, Auckland on Monday 10 October 2016, at 2:00 pm.





Dear shareholder

On behalf of the board and management team here at Hellaby, I am delighted to invite you to join us at the Hellaby Holdings Annual Meeting.

We are now transitioning to our new positioning as a committed long term owner of businesses in two core Groups – Automotive and Resource Services. Both these sectors offer considerable growth, scale and investment potential going forward and we believe they can each achieve revenues of NZ\$500 million in five years' time.

Our company has undergone a major transformation in the past 18 months with divestments of over \$110 million, including the recent \$81 million conditional sale of the Equipment Group, and around \$85 million of investment into four earnings accretive acquisitions into our core Groups.

The Meeting will provide an opportunity for you to meet Hellaby's new CEO, Alan Clarke, and also to hear from the CEOs of our two core business Groups, Colin Daly and Ivor Ferguson.

We encourage you to attend the Meeting to hear about our new strategy, discuss any questions you may have about the company and our performance and have your say by voting on resolutions. You can also submit questions in advance of the Meeting at info@hellabyholdings.co.nz.

We have only two resolutions being put forward for shareholders' consideration this year, being director re-election and authority to agree audit fees.

For director re-election, James Sclater is standing for re-election, however Gary Mollard is standing down after the Meeting. The board has a search process underway for the appointment of two new directors, and we expect to formally make these appointments subsequent to this year's Meeting. The board has worked with external advisors to consider the appropriate mix of skills and diversity for our future board, with particular focus on candidates with trans-Tasman experience as we look to grow our core business Groups further in the Australian market.

We look forward to welcoming you to the Meeting. If you cannot attend, I encourage you to submit a postal vote or appoint a proxy to vote on your behalf.

Sincerely,

A handwritten signature in white ink, appearing to read 'AS' with a stylized flourish.

Steve Smith
Chairman

BUSINESS TO BE TRANSACTED

A Chairman's Address

B Chief Executive Officer's Review

C Financial Statements

To receive the report of the directors, the financial statements for the year ended 30 June 2016, and the report of the auditors.

D Resolutions

Ordinary Resolutions

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

(1) Re-Election of Director

That Mr James Sclater retires by rotation in accordance with clause 20.5 of the Company's constitution and being eligible, offers himself for re-election as a dependent director.
(See explanatory note 1)

(2) To Set Auditor's Remuneration

To record the reappointment of PricewaterhouseCoopers as auditor of the Company and to authorise the directors to fix the remuneration and expenses of the auditor for the current year.
(See explanatory note 2)

E General Business

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

For and on behalf of the Board



Richard Jolly
Company Secretary
Auckland
7 September 2016

EXPLANATORY NOTES

Explanatory Note 1 - Re-Election of Director

Under Listing Rule 3.3.11 of the NZX Main Board Listing Rules, and in accordance with the Company's constitution, one third of the Company's directors must retire by rotation at the Annual Meeting. If the directors are eligible, they may offer themselves for re-election by shareholders at the meeting. In this case, James Sclater and Gary Mollard retire by rotation and, being eligible, James Sclater offers himself for re-election by shareholders at the Annual Meeting. Gary Mollard is not seeking re-election at the Annual Meeting.

James Sclater

James Sclater is a professional director and trustee acting for a number of private companies and investment trusts including ProCare Health and Damar Industries. James is a qualified Chartered Accountant and a member of the Chartered Accountants of Australia and New Zealand and the Institute of Directors.



Prior to 2009, James was chairman of Grant Thornton Auckland, where he was a business advisory services director for 18 years, specialising in small-to-medium accounting, taxation and management advice.

James was nominated as a Hellaby director by Castle Investments Ltd, which is the owner of a 27.2% shareholding in Hellaby Holdings.

James is chairman of Hellaby's Audit & Risk Committee and a member of Hellaby's Remuneration & Nominations Committee.

Explanatory Note 2 - Appointment and remuneration of auditor

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed unless there is a resolution or other reason for the auditor not to be re-appointed. The Company wishes PricewaterhouseCoopers to continue as the Company's auditor, and PricewaterhouseCoopers has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of PricewaterhouseCoopers as auditor are to be fixed by the Company at the Annual Meeting or in such a manner as the Company determines at the Annual Meeting. The board proposes that, consistent with past practice, the auditor's fees should be fixed by the directors.

PROCEDURAL NOTES

ORDINARY RESOLUTIONS:

Ordinary resolutions are required to be approved by a simple majority of more than 50% of votes validly cast at the Annual Meeting.

SHAREHOLDERS ENTITLED TO ATTEND AND VOTE:

Pursuant to section 125 of the Companies Act 1993, the board has determined that, for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 5.00pm on Thursday 6 October 2016, being a day not more than 20 working days before the meeting, shall be entitled to exercise the right to vote at the meeting.

PROXIES:

You may attend the meeting in person or vote online, by casting a postal vote or by appointing a proxy in accordance with the instructions set out in the accompanying proxy form.

POSTAL VOTES:

The Chief Financial Officer has been authorised by the board to receive and count postal votes at the meeting.

QUESTIONS:

The Company is offering the facility for shareholders to submit questions to the board in advance of the Annual Meeting. Questions should be relevant to matters arising from the financial statements, general questions regarding the performance of Hellaby, and questions in regards to the resolutions. Please submit questions by email to info@hellabyholdings.co.nz. Please write 'Questions from Shareholders' in the subject line of the email. There will also be the opportunity for shareholders to ask questions at the Annual Meeting.

PRESENTATIONS

Presentations from the 2016 Annual Meeting will be released to the NZX and published on the Company website. A video of the meeting will also be available on the Company website within 48 hours.

www.hellabyholdings.co.nz/Annual_Meetings.php

REFRESHMENTS

The directors invite attendees at the Annual Meeting to join them for light refreshments at the conclusion of the meeting.

& Venue Directions & Car Parking

ANZ Viaduct Events Centre

Address: 161 Halsey Street, Viaduct Basin, Auckland, New Zealand



Directions

The ANZ Viaduct Events Centre is situated on Halsey Street Wharf Extension in the Viaduct Basin and is within easy walking distance of Auckland's CBD.

Walking

From downtown Auckland, it is a 10 minute walk west toward the Viaduct Basin and on to Te Wero Island. The Wynyard Crossing footbridge joins Te Wero over the water to Karanga Plaza, which is directly adjacent to the ANZ Viaduct Events Centre.

Public Transport

ANZ Viaduct Events Centre is within walking distance of the:

- Ferry terminals and
- Britomart Transport Centre

Driving

There are a variety of parking facilities around the area including:

- Downtown Car Park
- Eastern Viaduct Car Park
- Fanshawe St Car Park
- Viaduct Car Park
- Maritime Car Park
- Jellicoe Street Car Park