



4 September 2017

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF SEADRAGON LIMITED**

Notice is hereby given to all Shareholders that the Annual Meeting of Shareholders (**Meeting**) of SeaDragon Limited (**SeaDragon** or **Company**) will be held in Tauranga at Mills Reef Winery on Wednesday, 20 September 2017, at 10:00am.

### **Business**

#### **A. Apologies and Chairman's Introduction**

#### **B. Chief Executive's Review and Trading Update**

#### **C. Financial Statements**

To receive and consider the financial statements and the auditors' report for the year ended 31 March 2017 as contained in the Company's 2017 annual report.

#### **D. Resolutions – Director Re-election**

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

##### **Resolution 1 – Re-election of Mr. Patrick Geals as a Director of the Company**

Mr. Geals retires by rotation in accordance with Rule 3.3.11 of the NZX Main Board Listing Rules and the Constitution of the Company, and, being eligible, offers himself for re-election. Accordingly, the Company's Shareholders are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr. Geals be re-elected as a Director of the Company."*

##### **Resolution 2 – Re-election of Mr. Richard Alderton as a Director of the Company**

Mr. Alderton retires by rotation in accordance with Rule 3.3.11 of the NZX Main Board Listing Rules and the Constitution of the Company, and, being eligible, offers himself for re-election. Accordingly, the Company's Shareholders are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr. Alderton be re-elected as a Director of the Company."*

**E. Resolution – Auditor Remuneration**

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

**Resolution 3 –Auditor Remuneration**

*“That the Board of Directors of the Company be authorised to fix the auditor’s remuneration.”*

**F. General business**

**By Order of the Board**

**ENDS**

**Contact:**

Colin Groves

Chairman

Telephone +64 21 928 003

*This notice of meeting is an important document and requires your immediate attention. It should be read in its entirety. It has been prepared to advise you of the forthcoming Annual General Meeting and assist you in understanding the Resolutions to be put to Shareholders for consideration at the Annual General Meeting. The Directors encourage you to read this notice of meeting and exercise your right to vote.*

*If you do not understand any part of this document or are in doubt as to how to deal with it, you should consult your broker or other professional adviser as soon as possible.*

*Please call Colin Groves at SeaDragon Limited on +64 21 928 003 if you have any queries about the Resolutions or this notice of meeting.*

## **EXPLANATORY NOTES**

### **Resolutions - Directors**

#### **Resolution 1 – Re-election of Mr. Patrick Geals as a Director of the Company**

Mr. Patrick Geals retires by rotation in accordance with Listing Rule 3.3.11 and the Constitution of the Company and offers himself for re-election.

Mr. Geals spent over 15 years in the UK in sales, marketing and business development roles in Big Pharma, including: Forest Laboratories, Sandoz (now Novartis) and Glaxo (now GSK). Since being in New Zealand, he has held several senior roles including Managing Director of Novartis NZ, Global head of Fonterra Health and Nutrition, Director and Chairman of Lactopharma and CEO of the NZ Organic Dairy Farmers Co-operative, and its commercial subsidiary Organic Dairy Ltd.

Since 2013, Mr. Geals has been working for the Government entity, New Zealand Trade & Enterprise (NZTE), as an international business advisor. He has a B.Sc. Honours from the University of Aberdeen, and a G.C.Sc.Tech. in human nutrition from Massey University. He is also a member of the Institute of Directors.

The Board notes that Mr. Geals is considered to be independent under the Listing Rules.

#### **Resolution 2 – Election of Mr. Richard Alderton as a Director of the Company**

Mr. Richard Alderton retires by rotation in accordance with Listing Rule 3.3.11 and the Constitution of the Company and offers himself for re-election.

Mr. Alderton is a former Chief Executive Officer of DeLaval Oceania, the New Zealand and Australian division of the world's largest developer of dairy farming solutions. Prior to this he held senior roles in the pharmaceutical and food manufacturing industries. Richard operates his own high performance change practice and holds a Bachelor of Business Administration and Biochemistry from Aston University. He joined the board in July 2015.

The Board notes that Mr. Alderton is considered to be independent under the Listing Rules.

**The Board supports the re-election of both Mr. Geals and Mr. Alderton.**

### **Resolution – Auditor Remuneration**

#### **Resolution 3 – Auditor Remuneration**

PwC is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board of the Company to fix the fees and expenses of PwC as auditor under section 207S of the Companies Act 1993.

## **IMPORTANT INFORMATION**

### **Proxies**

Any shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote instead of him or her. A proxy does not need to be a shareholder. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he 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 your instruction will be to abstain. Proxies may also vote on resolutions arising from motions from the floor at the Meeting.

The Chairman of the Meeting is willing to act as proxy for any shareholder who wishes to appoint him. To appoint the Chairman simply tick the box allocated next to "The Chairman of the Meeting" on your proxy form.

If the Chairman is appointed as a proxy and you have given your proxy discretion to vote as he sees fit, the Chairman will vote in favour of all Resolutions.

If you wish to mail the Proxy Form then please send it to our Share Registrar, Link Market Services Limited, using the reply-paid envelope provided. Alternatively New Zealand based shareholders may fax the form to (09) 375 5990 and overseas shareholders may fax it to +64 9 375 5990 or post it to Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand.

The completed Proxy Form must be received by our Share Registrar no later than 10.00am (New Zealand time) on 18 September 2017. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit the Link Market Services Investor Centre at <http://investorcentre.linkmarketservices.co.nz/voting/SEA>. You will require your CSN/Holder number and FIN to securely access the website. Follow the prompts to complete your proxy appointment and vote.

### **Ordinary Resolution**

The business for the meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

### **Voting**

Voting entitlements for the Meeting will be determined as at 5.00pm (New Zealand time) on 18 September 2017. Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting.

### **More information**

If you have any questions, or for more information, please contact Colin Groves, SeaDragon Limited on +64 21 928 003 or [colin.groves@seadragon.co.nz](mailto:colin.groves@seadragon.co.nz).