



Notice of annual meeting 2019

CAVALIER
CORPORATION

Notice is hereby given that the 2019 Annual Meeting of shareholders (“Annual Meeting”) of Cavalier Corporation Limited (the “Company”) will be held at:

The Newmarket Room, Ellerslie Event Centre,
100 Ascot Avenue, Ellerslie, Auckland *
Wednesday, 27 November 2019, commencing at 2.00 pm.

BUSINESS

- A. Chairman’s address
- B. Chief Executive Officer’s address
- C. Shareholder questions and discussion of 2019 annual report
- D. Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions (which require the approval of a simple majority of the votes of those shareholders entitled to vote and voting on the resolution):

Resolution 1 – Re-election of John Rae:

That John Rae, who retires and who is eligible for re-election, be re-elected as a director of the Company. See also Explanatory Note 1.

Resolution 2 – Auditor’s remuneration:

That the directors be authorised to fix the fees and expenses of the auditor. See also Explanatory Note 2.

- E. Special resolution

To consider and, if thought fit, to pass the following special resolution (which requires the approval of a majority of 75% of the votes of those shareholders entitled to vote and voting on the resolution):

Resolution 1 – Amendment to Constitution:

That the Company amend its existing Constitution, in the form presented at the Annual Meeting and signed by the Chairman for the purpose of identification, with effect from the close of the Annual Meeting. See also Explanatory Note 3.

- F. Other business

To consider any other business that may properly be brought before the Annual Meeting.



Alan Clarke
Chairman
29 October 2019

*For map, please see back page.

Procedural notes

VOTING

As required by NZX Listing Rule 6.1.1, the Chairman of the Annual Meeting will be calling a poll in relation to all the resolutions to be put to shareholders at the Annual Meeting so that the results will be determined on the basis of one vote per share held.

PERSONS ENTITLED TO VOTE

For the purposes of voting at the Annual Meeting, only those shareholders registered as such as at 5.00 pm on Monday, 25 November 2019 shall be entitled to exercise the right to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

DIRECTORS' INTENTION TO VOTE

Where shareholders appoint the directors of the Company, including the Chairman, as their proxy and leave the directors to decide how to cast their votes, the directors have advised that they intend to vote in favour of all three resolutions.

PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote instead of him or her. A proxy need not be a shareholder of the Company. A shareholder may appoint the Chairman of the Annual Meeting or any other director as his or her proxy if he or she wishes. In addition, where a shareholder does not name a person as their proxy but otherwise completes the proxy form in full, or where a shareholder's named proxy does not attend the meeting, the Chairman of the Annual Meeting will act as that shareholder's proxy and will vote in accordance with that shareholder's express direction.

To appoint a proxy, shareholders should complete the relevant sections of the proxy and postal voting form accompanying this notice of meeting. A proxy and postal voting form must be received at the registered office of the Company or at the office of the Company's share registrar, Computershare Investor Services Limited ("Computershare"), not later than 2.00 pm, Monday, 25 November 2019.

POSTAL VOTING

Shareholders entitled to attend and vote at the Annual Meeting may cast a postal vote instead of attending in person or appointing a proxy to attend. Victor Tan, the Company Secretary has been authorised by the Board to receive and count postal votes at the Annual Meeting.

To cast a postal vote, shareholders should complete the relevant sections of the proxy and postal voting form accompanying the notice of Annual Meeting.

Postal voting forms must be received at the office of the Company's share registrar, Computershare, not later than 2.00 pm, Monday, 25 November 2019.

ONLINE PROXY APPOINTMENT AND POSTAL VOTING

Shareholders can elect to lodge their proxy appointment or postal vote online on the website of the Company's share registrar, www.investorvote.co.nz.

Online proxy appointments and postal voting must be completed not later than 2.00 pm, Monday, 25 November 2019.

To do so, shareholders will need to follow the prompts online. This will require your CSN/Securityholder Number and postcode (if in New Zealand) or country of residence (if outside New Zealand) and the secure access control number, all of which can be found on the proxy and postal voting form accompanying the notice of meeting.

Alternatively, shareholders can scan the QR code that appears on their proxy and postal voting form with their smartphone or tablet and follow the directions provided. To scan the code shareholders need to have already downloaded a free QR code reader to their tablet or smartphone. When scanned, the QR code will take them directly to the mobile voting site.

SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting will have the opportunity to ask questions when invited to during the Annual Meeting. Alternatively, shareholders can submit questions ahead of the Annual Meeting by writing to the Board and submitting it to the Company in the reply-paid envelope or by email to Olyskovtseva@cavbrem.co.nz.

The Company's external auditor, KPMG, will be available at the Annual Meeting to answer questions from shareholders in respect of the external audit function and the audit of the financial statements for the year ended 30 June 2019.

RECORDING OF PROCEEDINGS AT THE ANNUAL MEETING

A recording of the proceedings at the Annual Meeting will be available on the Company's website www.cavcorp.co.nz within 48 hours of the conclusion of the Annual Meeting for those shareholders who are unable to attend the Annual Meeting.

Explanatory notes

1. ORDINARY RESOLUTION 1: RE-ELECTION OF JOHN RAE



John Rae B.Com., LLB, CMInstD

Term of office: Appointed as a director in July 2015

Last re-elected November 2016 Annual Meeting

Board Committees: Remuneration (Chairman), Audit and Nomination

John has been an independent director of the Company since July 2015. He is Chairman of the Board's Remuneration Committee and a member of the Board's Audit and Nomination Committees.

John has degrees in Law and Commerce and spent his early career in banking in New Zealand and London in various treasury and capital market roles for 10 years before returning to New Zealand and undertaking a number of private equity, venture capital and corporate finance transactions in Australasia.

He is an experienced company director, currently Chairman of Activate Tairāwhiti Limited, Oha Honey GP Limited, Smart Environmental Limited and Thos Corson Holdings Limited. He is also a director of Corson Grain Limited, the Eastland Group of companies, Ngāpuhi Asset Holding Company Limited and WET Gisborne Limited and a Panel Member of the Provincial Growth Fund.

Pursuant to NZX Listing Rule 2.7.1, a director must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or three years, whichever is longer. A retiring director is eligible for re-election. Accordingly, John Rae must retire. The other directors unanimously support the re-election of John Rae as a director.

2. ORDINARY RESOLUTION 2: FIX THE REMUNERATION OF THE AUDITOR

KPMG is automatically reappointed auditor under section 207T of the Companies Act 1993.

Section 207S of the Companies Act 1993 states that the fees and expenses of the auditor are to be fixed by the Company at the Annual Meeting or in such manner as the Company determines at the Annual Meeting.

The Board unanimously recommends that, consistent with past practice, the auditor's fees and expenses should be fixed by the directors.

3. SPECIAL RESOLUTION 1: AMENDMENT TO CONSTITUTION

The former NZX Main Board/Debt Market Listing Rules (dated 1 October 2017) ("Former Listing Rules") have been replaced by updated NZX Listing Rules (dated 1 January 2019) ("New Listing Rules").

The Company transitioned to the New Listing Rules on 1 July 2019.

To comply with the New Listing Rules, a number of amendments are required to be made to the existing constitution of the Company ("Constitution") to ensure that it meets the requirements of, and is consistent with, the New Listing Rules. It is also proposed to update the Constitution for consistency with legislation, allow for electronic voting and to make consequential amendments.

An amended constitution has been prepared. A copy, marked to show the changes from the Constitution is available on the Company's website at www.cavcorp.co.nz or may be obtained on request to the Company Secretary at 7 Grayson Avenue, Papatoetoe, Auckland, New Zealand or by calling + 64 9 277 1197.

The principal amendments to the Constitution that have been proposed for the purposes of alignment with the New Listing Rules can be summarised as follows:

> Directors:

The rules requiring regular retirement and re-election of directors have been changed as follows:

- Under the Former Listing Rules, one third of the directors, or the number nearest one third, were required to retire at the annual meeting in each year and were eligible for re-election. The directors to retire were those who had been longest in office.
- Under the New Listing Rules, a director may not hold office, without being re-elected, past the third annual meeting after his or her appointment or re-election, or for three years, whichever is the longer.
- The Former Listing Rules provided an exemption for one executive director from the obligation to retire by rotation. That exception has been removed. The requirement that the term of appointment of an executive director not exceed five years has also been removed.

> Voting at Meetings:

The New Listing Rules require that any resolution for the election of a director must relate to one director only as required under new Listing Rule 2.3.3. The Constitution has been changed to provide for that.

The following amendments are also proposed:

- removing all references to facsimile communication;
- updating references and provisions for consistency with legislative changes;
- updating wording for clarification and for consistency with the New Listing Rules;
- allowing for electronic means of voting at shareholder meetings, to allow shareholders to vote by signifying their assent or dissent by electronic means, including voting on a personal computer, to reflect the alignment of the New Listing Rules with legislation permitting annual meetings to be held by electronic means;
- amendment to the rules around proxies for consistency with the New Listing Rules, including to provide that a notice of meeting may provide for different matters for different kinds of proxies;
- amendment to the section on interests of directors to reflect the New Listing Rules under which interested directors may not vote on a Board resolution, except for matters in which directors are expressly required to sign a certificate under the Companies Act 1993;
- updates to state that the composition of the board of directors will comply with the composition requirements of the New Listing Rules; and
- any consequential alterations, for example, in respect of numbering.

Pursuant to the Companies Act 1993, the proposed amendments must be approved by a special resolution of shareholders. As the amendments to the Constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares, the shareholder minority buy-out rights under the Companies Act 1993 do not apply.

Russell McVeagh has provided an opinion to NZX that it considers that these amendments comply with the New Listing Rules.

KEY DATES

*All times given are
New Zealand times*

2.00pm
Monday, 25 November 2019

Latest time for receipt of proxy
appointments and postal votes

5.00pm
Monday, 25 November 2019

Record date for determining
voting entitlements at the
Annual Meeting of shareholders

2.00pm
Wednesday, 27 November 2019

Annual Meeting of shareholders

ACCESSING THE VENUE

