

**FINZSOFT SOLUTIONS LIMITED**

(the **Company**)

**NOTICE OF ANNUAL MEETING**

Notice is given that the annual meeting of shareholders of the Company (**Shareholders**) will be held at the offices of Generator, Level 12, 11 Britomart Place, Britomart (Entrance through Espresso Workshop Café), Auckland, on Friday, 13 December 2019 commencing at 10:00 a.m. (the **Meeting**). You are invited to attend the Meeting and to join the directors for light refreshments at the conclusion of the Meeting.

The business of the Meeting will be:

**1. Presentations**

The Chairman's address to shareholders.

The Managing Director's presentation to shareholders.

To receive and consider the Annual Report of the Company including the Financial Statements and the Auditor's Report for the 12-month period ending 30 June 2019.

**2. Resolutions**

*Resolution 1:*

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

*"That Mr. Gary Sim be re-elected as a director of the Company."*

*Resolution 2:*

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

*"That Ms. Josephine Grierson be elected as a director of the Company."*

*Resolution 3:*

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

*"That the directors of the Company be authorised to fix the fees and expenses of the Company's auditor."*

*Resolution 4:*

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

*"That pursuant to section 156 of the Companies Act 1993 and clause 16.4.2 of the Constitution, Mr. Yong Sin Kwong (otherwise known as Mr. Raymond Kwong) be removed as a director of Finzsoft Solutions Limited and all subsidiaries thereof with effect from the end of the general meeting of Finzsoft Solutions Limited at which this resolution is passed."*

Please see the Explanatory Notes in respect of each Resolution below.

By order of the Board

Robert McKinnon

Chairman

28 November 2019

**AUSTRALIA**

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One International Towers Sydney  
Watermans Quay  
Barangaroo  
NSW 2000

**NEW ZEALAND**

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Generator  
Level 10, 11 Britomart Place  
Britomart  
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## Explanatory Notes

References in this notice of meeting to Listing Rules are to the listing rules set out in the NZX Listing Rules dated 1 January 2019. The Listing Rules may be viewed here: <https://www.nzx.com/regulation/nzx-rules-guidance/main-board-debt-market-rules>.

### Resolution 1 – Re-election of Mr. Gary Sim as a director of the Company

1. Pursuant to Listing Rule 2.7.1, a director of the Company must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer. Mr. Sim accordingly offers himself for re-election at the Meeting.
2. Mr. Sim joined the board of directors of the Company (the **Board**) in October 2014.
3. Mr. Sim's experience in technology leadership and management spans 30 years in senior positions within the financial services sector and with major technology suppliers. He has a track record of achievement in leadership roles in organisations such as Westpac Group, Commonwealth Bank of Australia (CBA), IBM, Siemens Business Services and Fujitsu, providing strong leadership, strategic vision, productive innovation and operational excellence, including the delivery of significant operational and transformational improvement programs.
4. From 2008 to 2015, Mr. Sim was General Manager responsible for Westpac Group's global technology infrastructure including the delivery of telecommunications, end user services, computer platforms and data centres. Previous roles include General Manager Operations and Service Delivery at CBA from 2001 to 2007 and General Manager Strategic Alliances at IBM from 1999 to 2001.
5. Since 2015 Mr. Sim has worked as an adviser to organisations undertaking major technology change/transformation programs.
6. The Board considers that Mr. Sim does not qualify as an Independent Director (as that term is defined in the Listing Rules) because he provides consulting services to the Company.

### Resolution 2 – Election of Ms. Josephine Grierson as a director of the Company

7. Ms. Grierson was appointed by the Board on 14 December 2018 and, in accordance with Listing Rule 2.7.1, offers herself for election at the Meeting.
8. Ms. Grierson majored in Economics at the University of Oxford then pursued a career in corporate strategy, finance, equity investment and as an entrepreneur. On graduating from Oxford, she joined Boston based corporate strategy consulting firm, Bain & Co, where she advised multi-billion dollar, multi-national corporates. From Bain she moved into corporate finance with a leading UK investment bank and was responsible for identifying, valuing and listing high growth companies on the main board of the London Stock Exchange.
9. On leaving the bank, Ms. Grierson moved into venture capital investment where she managed institutional funds, from initial investment to exit, and sat on the boards of investee companies. One of the funds she managed was dedicated to software investment. On returning to her native New Zealand, she was appointed a Full Member of The Commerce Commission. After completing her term as a Commissioner, she pursued a career in network industries as a line manager, director and consultant and was a member of an Expert Advisory Group to the Minister of Local Government on how to improve the efficiency of more than \$100 billion of local government owned infrastructure.
10. Ms. Grierson was elected Deputy Chairman of the Company in December 2018.
11. The Board considers that Ms. Grierson qualifies as an Independent Director (as that term is defined in the Listing Rules).

### Resolution 3 – Auditor fees and expenses

12. Crowe New Zealand Audit Partnership is automatically appointed as the auditor of the Company under section 207T of the Companies Act 1993 (the **Companies Act**). Section 207S of the Companies Act provides that, if the auditor is appointed at a meeting of the company, the fees and expenses of the auditor must be fixed by the company at the meeting or in the manner that the company determines at the meeting. Resolution 3 accordingly authorises the directors of the Company to fix the fees and expenses of the auditor for the financial year ending 30 June 2020.

### Resolution 4 – Shareholder proposal for removal of Mr. Yong Sin Kwong as a director of the Company

13. On 22 November 2019, the Company received a shareholder proposal in accordance with clause 9 of Schedule 1 of the Companies Act from HGH (ICT Investments No. 2) Limited (**HGH2**) for the removal of Mr. Yong Sin Kwong (otherwise known as Mr. Raymond Kwong) as a director of the Company. HGH2 holds 3,689,2058 (or 41.88%) of the ordinary shares in the Company (**Shares**).
14. As Shareholders will be aware from the Company's recent announcements and the special meeting of Shareholders held on 29 October 2019, there has been a fundamental breakdown in the relationship between Silverlake Axis Ltd (**Silverlake**) and HGH2, and HGH2's shareholder proposal is consistent with that breakdown. Silverlake holds 3,839,785 (or 43.59%) of the Shares.
15. In accordance with clause 9(5) of Schedule 1 of the Companies Act, the Board has given HGH2 the right to include in or with this notice of meeting a statement of not more than 1,000 words prepared by HGH2 in support of the proposal, together with the name and address of HGH2. HGH2 has declined to exercise this right.

## Proxies

You may exercise your right to vote at the Meeting either by being present in person or by appointing a proxy or representative to attend and vote in your place. A proxy need not be a Shareholder. A proxy form is attached to this notice of meeting.

If, in appointing a proxy, you do not name a person as your proxy but otherwise complete the proxy form in full, or your named proxy does not attend the meeting, the Chairman will act as your proxy and may only vote in accordance with your express direction.

The Chairman is willing to act as proxy for any Shareholder who wishes to appoint him. To do this, enter “the Chairman” in the space allocated in the 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 intends to vote in favour of all Resolutions, other than in respect of Resolution 4 whereby he will abstain from voting.

If you wish to mail the proxy form then please send it to our Share Registrar, Computershare Investor Services Limited, at:

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

Shareholders may also fax the proxy form to +64 9 488 8787. The completed Proxy Form must be received by our Share Registrar no later than 10:00 a.m. on Wednesday, 11 December 2019 (being 48 hours before the Meeting). Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit [www.investorvote.co.nz](http://www.investorvote.co.nz). Follow the prompts to complete your proxy appointment and vote.

## Ordinary resolutions

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 resolution.

## Voting

Voting entitlements for the Meeting will be determined as at 5:00 p.m. (New Zealand time) on Wednesday, 11 December 2019. 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.