

# NOTICE OF 2022 ANNUAL MEETING

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## DEAR SHAREHOLDER

We invite you to join us for the Annual Meeting of Shareholders (the **Meeting**) of Metro Performance Glass Limited<sup>1</sup> (the **Company**), to be held at:

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## LOCATION:

Ellerslie Events Centre, Pakuranga Hunt Room, 80 Ascot Avenue, Remuera, Auckland

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## DATE AND TIME:

Tuesday 9 August 2022 at 10:00am (NZST)

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This year Metro Performance Glass is holding a hybrid meeting to ensure that the meeting is accessible and that shareholders who are not able to attend in person can still participate.

Online attendance to the meeting is through [www.virtualmeeting.co.nz/mpg22](http://www.virtualmeeting.co.nz/mpg22). To participate online you will need your shareholder number for verification purposes – your shareholder number can be found on your Voting form.

## BUSINESS AND AGENDA OF THE MEETING

### A. CHAIR'S WELCOME AND STRATEGIC OVERVIEW

### B. CHIEF EXECUTIVE OFFICER'S REPORT ON FINANCIAL AND BUSINESS PERFORMANCE

### C. SHAREHOLDER DISCUSSION

Consideration of any questions submitted prior to the Meeting (to the extent these questions have not been covered in the Chair or Chief Executive Officer's addresses) or raised at the Meeting.

### D. RESOLUTIONS

The business of the meeting is to consider and, if thought appropriate, pass the following ordinary resolutions (which require a simple majority of the votes of those shareholders entitled to vote and voting):

1. That the Board be authorised to fix the fees and expenses of PwC as Auditor for the ensuing year.
2. That Jenn Bestwick be elected as a Director of the Company.
3. That Julia Mayne be elected as a Director of the Company.

Further information relating to these resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

On behalf of the Board



**TRACY TAYLOR**  
COMPANY SECRETARY  
12 JULY 2022

## EXPLANATORY NOTES

### LOCATION AND PARKING


The Meeting will be held in the Pakuranga Hunt Room at Ellerslie Events Centre, 80 Ascot Avenue, Auckland. The Pakuranga Hunt Room is located on level two of the Ellerslie Stand. Public parking is available free of charge at the location shown in yellow on the map below.



Additional information on getting to the venue and parking is available at the website links below:

**GETTING TO THE VENUE:**  
[www.eventcentre.ellerslie.co.nz/getting-to-ellerslie-event-centre](http://www.eventcentre.ellerslie.co.nz/getting-to-ellerslie-event-centre)

**FREE ON-SITE PARKING:**  
[www.eventcentre.ellerslie.co.nz/parking](http://www.eventcentre.ellerslie.co.nz/parking)

 Pakuranga Hunt Room, Level Two, Ellerslie Stand

### RESOLUTIONS

Resolutions 1, 2 and 3 are to be considered as separate ordinary resolutions. To be passed, those resolutions require the approval of a simple majority of the votes of those shareholders entitled to vote and voting.

#### RESOLUTION 1: AUDITOR FEES AND EXPENSES

PwC are currently the Company's auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Meeting. Shareholder approval is therefore sought to authorise the Board to fix the fees and expenses of PwC as auditor.

### RESOLUTIONS 2 AND 3: ELECTION OF DIRECTORS

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.

Jenn Bestwick and Julia Mayne were each appointed by the board subsequent to the Company's 2021 Annual Shareholders' Meeting, and accordingly see to be elected at this meeting.

In the Board's opinion, both Jenn Bestwick and Julia Mayne are Independent Directors of the Company as defined in the NZX Listing Rules. The Board unanimously supports the election of both directors.



#### JENN BESTWICK

INDEPENDENT, NON-EXECUTIVE CHAIR  
MEMBER OF THE AUDIT AND RISK COMMITTEE

Appointed: May 2022

Jenn's background is in strategy and organisational performance, and she has previously held a number of senior management roles and performed various reviews for government agencies. Jenn currently works across sectors as diverse as science and Innovation, education, tourism, engineering, and environment. She is also the Chair of Tonkin + Taylor Group Limited, Chair of the Tertiary Education Commission, and holds directorships for Invercargill City Holdings Limited and Antarctica New Zealand. Jenn has a Bachelor of Laws from the University of Nottingham, UK, and is a Member of the Institute of Directors.



#### JULIA MAYNE

INDEPENDENT, NON-EXECUTIVE DIRECTOR  
MEMBER OF THE AUDIT AND RISK COMMITTEE

Appointed: September 2021

Julia is Sydney based and is currently the Head of Commercial at Scottish Pacific Business Finance. Prior to this, she completed several consulting, programme management or Acting CEO roles focused on business improvement. From 2001 to 2015, Julia held senior financial leadership positions across the Fletcher Building Group, including the roles of General Manager Finance – Building Products division, the CFO of the Crane Division, and Divisional Finance Manager – Stramit Building Products. Julia is a qualified CPA, has a CPA MBA from Deakin University, a Bachelor of Commerce (Honours) from the University of NSW and a Bachelor of Commerce from the University of Wollongong.

#### PROCEDURAL NOTES

Voting entitlements for the Meeting will be determined as at 5pm (NZST) on Friday 5 August 2022. 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.

Each resolution will be voted on by way of a poll, in accordance with NZX Listing Rule 6.1.1. Results of the voting will be available after the conclusion of the Meeting and will be notified on the New Zealand and Australian securities exchanges.

#### HOW TO CAST YOUR VOTE

The 2022 Annual Meeting Admission Card, Proxy or Postal Voting Form (the **Voting Form**) included with this Notice of Meeting allows you, or your proxy, to vote either for or against, or abstain from, each of the resolutions. You may cast your vote in one of two ways:

1. Attend the annual meeting in person or online and vote

You can attend the meeting in person or via the online platform to exercise your vote.

2. Proxy appointment or Postal vote.

You can complete the enclosed Voting Form and return it in accordance with the instruction on the Voting Form, so that in each case, your vote is received by Link Market Services Limited no later than 10am (NZST) on Sunday 7th August 2022.

Shareholders can elect to lodge their proxy appointment or postal vote online at [vote.linkmarketservices.com/MPG](https://vote.linkmarketservices.com/MPG). Shareholders can either visit the website or use the QR code printed on the Voting Form.

To vote online you will be required to enter your CSN/Holder Number FIN (New Zealand Register) or Holder Number and Postcode (Australian Register). To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

You may appoint the Chair of the Meeting as your proxy if you wish. If you select a proxy to vote on your behalf (including the Chair of the Meeting) and you confer on the proxy a discretion on the Voting Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting.

#### SHAREHOLDER QUESTIONS

Shareholders may submit written questions to be considered at the Meeting. Prior to the meeting, written questions can be submitted online at [vote.linkmarketservices.com/MPG](https://vote.linkmarketservices.com/MPG) or by using the Voting Form.

During the meeting, shareholders participating online can ask questions by clicking on the 'Ask a question' box on the online portal.

The Company reserves the right not to address any questions that it is not required to address or, in the Board's opinion are not reasonable to address in the context of an annual shareholders meeting.

#### WEBCAST

If you are unable to attend the meeting a full replay of the webcast will be available and can be accessed online at the Metro Performance Glass Investor Centre:  
<https://www.metroglass.co.nz/investor-centre/>.

#### ANNUAL REPORT

The Company's Annual Report for the year ended 31 March 2022 (and previous periods) is available at <https://www.metroglass.co.nz/investor-centre/annual-interim-reports/>.

#### REFRESHMENTS

After the formal part of the Meeting has concluded, the Company invites you to join members of the Board and Management for light refreshments.

