

# Notice of Annual Meeting **2018**

**Notice is hereby given that the annual meeting of shareholders of EBOS Group Limited (the Company) will be held at Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch on Tuesday 16 October 2018, commencing at 2.00pm.**

## GENERAL BUSINESS

- 1 To consider and receive the annual report and the financial statements for the year ended 30 June 2018 and the audit report thereon.
- 2 To consider the re-election of Elizabeth Coutts as a director of the Company. Elizabeth Coutts retires by rotation and being eligible offers herself for re-election.
- 3 To consider the re-election of Peter Williams as a director of the Company. Peter Williams retires by rotation and being eligible offers himself for re-election.
- 4 That the directors be authorised to fix the fees and expenses of Deloitte as the auditor of the Company.
- 5 To consider any other business that can be properly brought before the meeting.

## EXPLANATORY NOTES

### Resolution 2

- 1 Re-election of Elizabeth Coutts. The Board considers Elizabeth Coutts is an Independent Director as defined in the NZX Main Board Listing Rules.

### Resolution 3

- 2 Re-election of Peter Williams. The Board considers Peter Williams is not an Independent Director as defined in the NZX Main Board Listing Rules.

### Resolution 4

- 3 Deloitte is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993. Pursuant to section 207S of the Companies Act 1993, this resolution authorises the directors to fix the fees and expenses of the auditor.

## ROTATION OF DIRECTORS

Clause 16.3(b) of the Company's constitution provides that the Directors to retire at any annual meeting are those Directors who have been longest in office since their last election. Persons who became Directors on the same day must retire in the order determined by lot, unless the Board resolves otherwise. Mark Waller, Elizabeth Coutts and Peter Williams were elected as Directors on the same day. The Board determined that Elizabeth Coutts and Peter Williams would retire at the annual general meeting.

## ATTENDANCE

All shareholders are entitled to attend and (subject to the exception set out in the next paragraph) vote at the meeting or to appoint a proxy, attorney or representative (in the case of a corporate shareholder) to attend and vote on their behalf.

Except as set out in the NZX Main Board Listing Rules issued by NZX Limited, the ASX Listing Rules issued by ASX Limited and the Company's constitution, there are no voting restrictions which prevent any shareholder from voting on any of the resolutions.

## PROXIES

A proxy form is enclosed with this notice.

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as a proxy for any shareholder who appoints him or her for that purpose. To do this, enter "the Chairman" or the name of your proxy in the space allocated in "Step 1" of the proxy form. Alternatively you can appoint a proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz).

If in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction. However, if the Chairman of the meeting is expressly granted a discretion on how to vote on a particular resolution, and that resolution is subject to a voting restriction that applies to the proxy under NZX Main Board Listing Rule 9.3.1, then that proxy will be prohibited from voting such discretionary proxies on that resolution. ASX Listing Rule 14.2.2 requires the Company to state how the Chairman will vote undirected (discretionary) proxies. The Chairman will vote all undirected proxies in favour of the resolutions.

By Order of the Board



M B Waller  
Chairman  
Christchurch, New Zealand

**13 September 2018**