

2020 NOTICE OF MEETING



Notice is hereby given that the annual meeting of shareholders of Blis Technologies Limited (Company) will be held at the Dunedin Public Art Gallery, Auditorium, 30 The Octagon, Dunedin, and online at <http://www.virtualmeeting.co.nz/blt20>, on Friday 24 July 2020 commencing at 11:00am (registrations will open at 10:30am).

Blis Technologies Limited

Notice of Annual Meeting.

Business

The business of the Meeting will be:

1. Chairperson's Address

Tony Offen

2. Chief Executive Officer's Address

Brian Watson

3. Election of Mr Antony Balfour as a director (Resolution 1)

To consider, and if thought fit, pass the following Ordinary Resolution:

"That Mr Antony Balfour be elected as a director of the Company."

See Explanatory Notes

4. Director remuneration (Resolution 2)

To consider, and if thought fit, pass the following Ordinary Resolution:

"That pursuant to NZX Listing Rule 2.11.1, the maximum aggregate amount of remuneration payable by the Company to Directors be increased from \$265,000 per annum to \$309,000 per annum."

See Explanatory Notes

5. Auditors (Resolution 3)

To record that Deloitte are reappointed as auditors of the Company in accordance with section 207T of the Companies Act 1993 and if thought fit, to pass the following Ordinary Resolution:

"That the Directors be authorised to fix the remuneration of the auditors for the ensuing year."

6. Other business

To consider any other ordinary business which may properly be brought before the Meeting.

Virtual Annual Meeting

Shareholders will be able to attend the Meeting in person, or, alternatively, will be able to attend and participate at the Meeting virtually via an online platform provided by the Company's share registrar, Link Market Services at <http://www.virtualmeeting.co.nz/blt20>.

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Proxies

All shareholders are entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place.

A proxy need not be a shareholder of the Company. **Enclosed** with this notice of Meeting is a proxy/corporate representative form.

For the appointment of a proxy to be valid, the form must be lodged at the Company's Share Registry, Link Market Services, by any of the methods specified on the proxy form, to be received no later than 48 hours before the start of the Meeting (that is, by **11:00am on Wednesday 22 July 2020**). Postal voting is not permitted.

Corporate Representatives

A corporation which is a shareholder may appoint a person to attend the Meeting on its behalf in the same manner as that in which it could appoint a proxy. The form to appoint a proxy/corporate representative must be signed on behalf of the corporation by a person acting under the corporation's express or implied authority.

Requisite majorities and voting

Resolutions 1,2 and 3 are ordinary resolutions (**Ordinary Resolutions**). In order for them to be passed, they require the affirmative vote of a simple majority of more than 50% of the votes cast by those entitled to vote and who vote in person or by proxy.

By order of the Board of Directors



Tony Offen
Chair

26 June 2020

Explanatory Notes.

In these explanatory notes, references to 'Listing Rules' are to the NZX Listing Rules.

1. ROTATION OF DIRECTORS

- 1.1 The Listing Rules state that Directors must not hold office (without re-election) past the third annual meeting following the Director's appointment, or three years, whichever is longer.
- 1.2 Accordingly, Mr Graeme Boyd retires by rotation.
- 1.3 Mr Boyd has announced his intention to step down at the Meeting and is therefore not offering himself for re-election.
- 1.4 The Board wishes to thank Mr Boyd for his service to the Company.

2. RESOLUTION 1

Election of Mr Antony Balfour

- 2.1 Mr Balfour was identified through the search process as providing a mix of capabilities being sought and the Board fully supports his election. Mr Balfour was appointed by the Board in accordance with clause 11.2 (b) of the Constitution on 9 April 2020.
- 2.2 Under the Listing Rules, any Director appointed by the Board during the year shall hold office until the commencement of the next annual meeting, when they will cease to hold office and, being eligible, may put themselves forward for election at that meeting.
- 2.3 Accordingly, Mr Balfour ceases to hold office at the Meeting and offers himself for election by shareholders.

Mr Antony Balfour

- 2.4 Tony was appointed to the Board on 9 April 2020. He brings to the Board strong governance experience following a successful career as an international marketing and brand management leader building consumer goods businesses globally.

Tony has a diverse background of international experience in driving FMCG through retail channels and e-commerce from the leadership roles he held for Nike Inc., Icebreaker, Seek Limited and Monster Worldwide Inc. He holds directorships with The Warehouse Group Limited, Les Mills International Limited and Wayfare



Group Limited (trading as Real Journeys). Tony has previously been a director of Silver Fern Farms Co-operative Limited (and subsidiaries) and Methven Limited.

These details will also be available on the Company's website: <https://blis.co.nz/pages/corporate-governance>

- 2.5 The Board has determined that Mr Balfour is an Independent Director for the purposes of the Listing Rules and supports his election as a director.

3. RESOLUTION 2

Director fees

- 3.1 Under Listing Rule 2.11.1, any increase in the aggregate annual remuneration that can be paid to Directors must be approved by Ordinary Resolution. The Board is recommending an increase in the total annual remuneration available to be paid to all non-executive Directors from \$265,000 per annum to \$309,000 per annum.
- 3.2 Directors' fees were last independently reviewed and increased in 2017. The Company's policy is to undertake regular reviews to ensure that director remuneration remains in line with market expectations given the level of responsibility and competencies expected of a director for the Company. Regular reviews also help to keep increases to smaller increments as the Company continues to grow.
- 3.3 The Company has commissioned Signium Executive Search International Limited (Signium) to make a recommendation on appropriate Director remuneration levels having regard to comparative organisations. Signium's report also took into account the increased burden of responsibility on directors in the current environment (including in respect of the coronavirus pandemic), and the requirement for Directors with different skills, experience and competencies who can contribute to the achievement of the Company's growth plan given the Company has now achieved profitability.
- 3.4 Signium recommended an increase in the total aggregate remuneration to be paid to Directors from \$265,000 per annum to \$309,000 per annum. A summary of Signium's report can be viewed on the Company's website at <https://blis.co.nz/pages/nzx-announcements>.

3.5 The Board believes that the increase in the aggregate amount available to pay Directors from \$265,000 to \$309,000 will enhance the Board's ability to attract and retain Directors of the highest calibre, to best represent shareholders' interests and help achieve the Company's objectives.

Allocation of Director fees

3.6 The Board intends to allocate the aggregate pool of Directors' fees to the non-executive Directors, based on their responsibilities, as set out below:

Role	Current fees	Proposed fees
Chair	\$66,000	\$90,000
Deputy Chair	\$45,000	\$55,000
Non-executive Director	\$35,000	\$45,000
Audit & Risk Committee Chair	\$10,000	\$13,000
Audit Committee Member	\$5,000	\$7,000
Remuneration Committee Chair	\$4,000	\$6,000
Remuneration Committee Member	\$ Nil	\$3,000
TOTAL POOL	\$265,000	\$309,000

Voting restrictions

3.7 The Company will disregard any votes on Ordinary Resolution 2 by any Director and any associated person of a Director except where such vote is cast as proxy for a person who is entitled to vote, and the Director or that associated person votes in accordance with express instructions to vote for or against a particular resolution on the proxy form.

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