

Bremworth



# NOTICE OF ANNUAL MEETING

27 NOVEMBER 2023

Notice is hereby given that the 2023 Annual Meeting of shareholders of Bremworth Limited will be held at the Home Ideas Auckland Conference Room, 165 The Strand, Parnell, Auckland, and virtually via Computershare's online meeting platform at <https://meetnow.global/nz>, on Monday, 27 November 2023, commencing at 2.00 pm ("**Notice of Meeting**").

Let's Go Good Together



NOTICE OF ANNUAL MEETING

Bremworth



**IMPORTANT  
INFORMATION**

**KEY DATES AND TIMES**

All times given are New Zealand times

**2.00 pm, Saturday, 25 November 2023**

Latest time for receipt of proxy appointments and postal votes

**5.00 pm, Saturday, 25 November 2023**

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

**2.00 pm, Monday, 27 November 2023**

Annual Meeting of shareholders



# **ATTENDING THE HYBRID ANNUAL MEETING**

## **INSTRUCTIONS**

Shareholders can attend the Annual Meeting either in person at the Home Ideas Auckland Conference Room, 165 The Strand, Parnell, Auckland, or virtually via Computershare's online meeting platform at <https://meetnow.global/nz>.

Directions to the venue can be found on page 11 of the Notice of Meeting.

To attend the Annual Meeting virtually, access the online meeting platform at <https://meetnow.global/nz>, click 'GO' under the Bremworth meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device.

Please refer to the enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting, while also ensuring that your browser is compatible.

If you have any questions, or need assistance with the online meeting platform, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders attending virtually will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own devices.

Shareholders will still be able to appoint a proxy to vote for them or cast a postal vote, as they otherwise would, by following the instructions on the proxy and postal voting form and this Notice of Meeting.

Further details of how to participate virtually are provided in the accompanying Virtual Meeting Guide, together with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting.

Shareholders will require their CSN/Securityholder Number, which can be found on their proxy and postal voting form or their Annual Meeting e mail broadcast, for verification purposes.

# LETTER FROM THE CHAIRMAN AND ITEMS OF BUSINESS

## DEAR SHAREHOLDER

On behalf of the Board of Directors ("Board"), I am pleased to invite you to the 2023 Annual Meeting ("Annual Meeting") of shareholders of Bremworth Limited ("Company") to be held at the Home Ideas Auckland Conference Room, 165 The Strand, Parnell, Auckland, and virtually via Computershare's online meeting platform at <https://meetnow.global/nz>, on Monday, 27 November 2023, commencing at 2.00 pm.

The items of business to be dealt with at the Annual Meeting are set out below, and I refer you to the procedural notes on pages 6 and 7 for further detail.

## ITEMS OF BUSINESS

### A. Chairman's address

### B. Chief Executive Officer's address

### C. Shareholder questions and discussion of 2023 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 Dianne Williams:

That Dianne Williams, 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 – Re-election of Paul Izzard:

That Paul Izzard, who retires and who is eligible for re-election, be re-elected as a director of the Company. See also Explanatory Note 2.

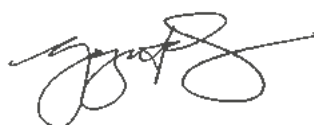
#### Resolution 3 - Auditor's remuneration:

That the directors be authorised to fix the remuneration of the auditor. See also Explanatory Note 3.

### E. Other business

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

Transcripts of the Chairman's and Chief Executive Officer's addresses to the Annual Meeting, and any accompanying slide presentations, will be released to the NZX market announcement platform and posted on the Company's website at the same time as they are delivered to the Annual Meeting.



George Adams  
Chairman  
26 October 2023







# EXPLANATORY NOTES

The purpose of these explanatory notes ("Explanatory Notes") is to provide shareholders with information on the matters to be considered at the Annual Meeting.

## ORDINARY RESOLUTION 1:

### Re-election of Dianne Williams



#### **Dianne Williams**

B.Com., MBA, CMIInstD  
Independent director

#### **Term of office**

Appointed as a director on 10 July 2015  
Last re-elected 23 December 2020 Annual Meeting

#### **Board Committees**

Audit, Remuneration and Nomination

#### **Profile**

Dianne has been an independent director of the Company since July 2015.

Dianne was appointed Chair of the Board's Remuneration Committee in July 2020, and she is currently also a member of the Board's Audit and Nomination Committees.

Dianne's early career was in marketing in the FMCG sector, driving market dominance for some of New Zealand's favourite brands including Cadbury and Sealord before taking up senior executive roles with companies demanding strong sales and marketing programmes.

She is an experienced company director, having served on the boards of Chartered Accountants Australia New Zealand, Netball Northern Zone (Incorporated Society) and West Auckland Trust Services Limited.

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, Dianne Williams must retire.

The other directors unanimously support the re-election of Dianne Williams as a director.

The Board has determined that Dianne will continue to be an independent director.

## **ORDINARY RESOLUTION 2:**

### **Re-election of Paul Izzard**



#### **Paul Izzard**

BA (Hons) Interior Design  
Independent director

#### **Term of office**

Appointed as a director on 20 November 2020  
Elected 23 December 2020 Annual Meeting

#### **Board Committees**

Audit and Remuneration

#### **Profile**

Paul has been an independent director of the Company since November 2020.

Paul is currently also a member of the Board's Audit and Remuneration Committees.

Paul is founder and director of Izzard Design, a leading interior design business in New Zealand.

Over almost 20 years, he has completed more than 300 projects in residential and commercial design.

Paul's industry knowledge and networks, as well as his business leadership experience, are considered valuable attributes as Bremworth transforms to being a global leader in designing and creating desirable, sustainable, safe and high performing natural interior solutions.

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, Paul Izzard must retire.

The other directors unanimously support the re-election of Paul Izzard as a director.

The Board has determined that Paul is an independent director.



### **ORDINARY RESOLUTION 3: Auditor's remuneration**

The Companies Act 1993 requires the Company to appoint an auditor and provides that the fees and expenses of an auditor appointed at an annual meeting can be fixed in the manner determined at that meeting.

Pursuant to section 207T of the Companies Act 1993, PwC is automatically reappointed as external auditor for the financial year ending 30 June 2024 at the Annual Meeting.

Section 207S of the Companies Act 1993 provides that the remuneration of the auditor is to be fixed in such a manner as the Company determines at the Annual Meeting.

The Board unanimously recommends that, consistent with commercial practice, the auditor's remuneration should be fixed by the directors.

Authority for the directors to fix the remuneration of the auditors is given by way of resolution at each annual meeting of shareholders of the Company.



# **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.

No shareholder is prohibited from voting on the resolutions and all shareholders will vote together as one class.

## **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 Saturday, 25 November 2023 shall be entitled to attend and 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 expressly grant the directors discretion on how to cast their votes, the directors have advised that they intend to vote in favour of all resolutions, except that a director standing for re-election will abstain from voting discretionary proxies in respect of his or her own re-election.

## **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 and postal voting form in full, or where a shareholder's named proxy does not attend the Annual 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 and, if expressly granted a discretion on how to vote, will vote in favour of all resolutions.

To appoint a proxy, shareholders should complete the relevant sections of the proxy and postal voting form accompanying this Notice of Meeting which must be deposited with the Company using one of the methods outlined on the proxy and postal voting form by 2.00 pm on Saturday, 25 November 2023 (being 48 hours before the start of the meeting). These methods include:

1. lodging the proxy appointment online on the website of the Company's share registrar [www.investorvote.co.nz](http://www.investorvote.co.nz); or
2. returning the signed proxy and postal voting form to the Company's share registrar (a) using the reply-paid envelope provided; (b) by faxing to +64 9 488 8787; or (c) by e-mailing to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

## **PROCESDURAL NOTES (CONT'D)**

### **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 ("**Authorised Person**").

To cast a postal vote, shareholders should complete the relevant sections of the proxy and postal voting form accompanying the Notice of Meeting which must reach the Authorised Person using one of the methods outlined on the proxy and postal voting form by 2.00 pm on Saturday, 25 November 2023 (being 48 hours before the start of the meeting).

These methods include:

1. lodging the postal vote online on the website of the Company's share registrar [www.investorvote.co.nz](http://www.investorvote.co.nz); or
2. returning the signed proxy and postal voting form to the Company's share registrar (a) using the reply-paid envelope provided; (b) by faxing to +64 9 488 8787; or (c) by e-mailing to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

### **ONLINE PROXY APPOINTMENT AND POSTAL VOTING**

To lodge proxy appointments and postal voting online, shareholders will need to follow the prompts online at [www.investorvote.co.nz](http://www.investorvote.co.nz). Shareholders will require their 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 [KMain@bremworth.co.nz](mailto:KMain@bremworth.co.nz).

Motions will not be allowed from the floor.

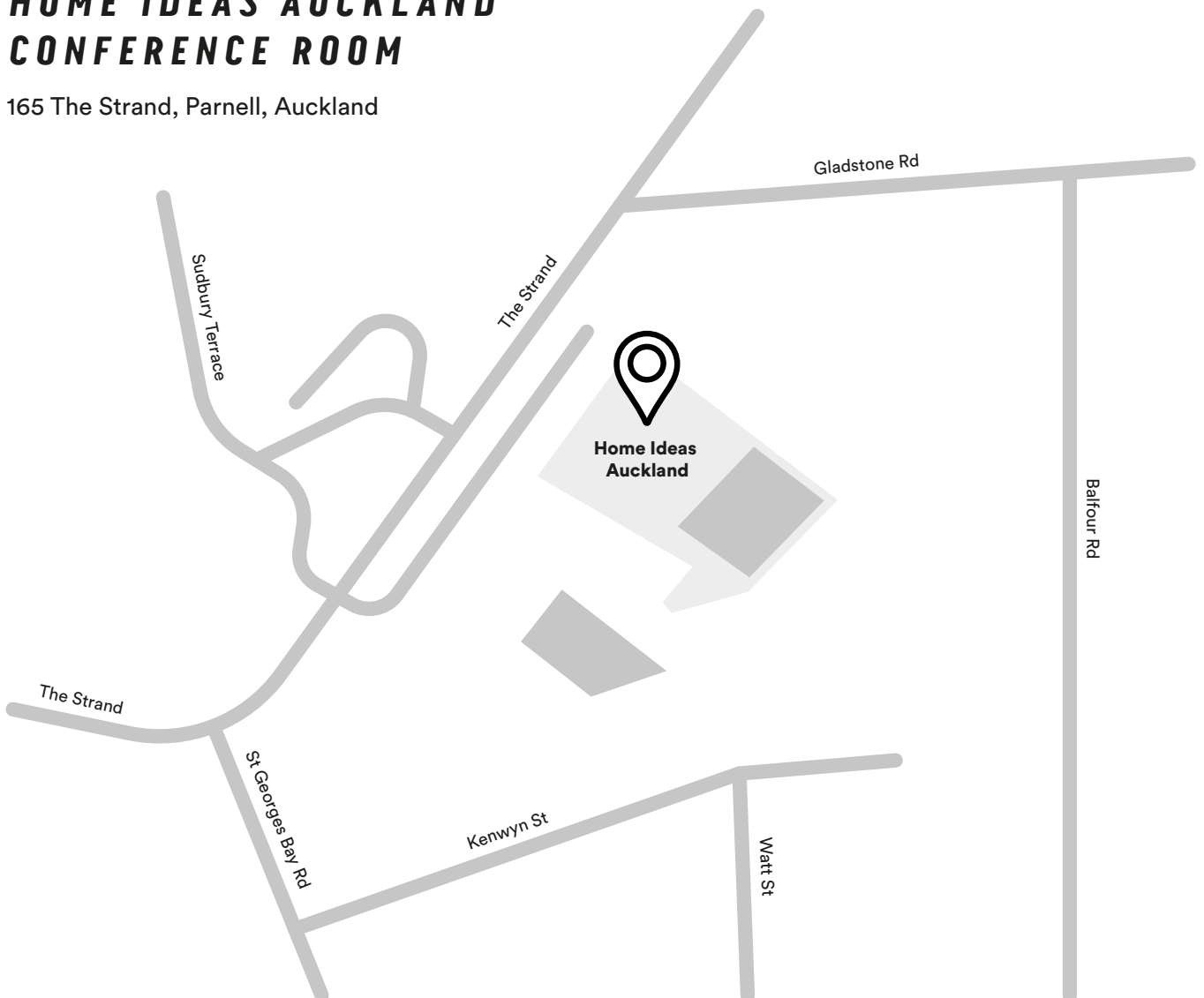
The Company's external auditor, PwC, will be available during the Annual Meeting to answer questions from shareholders in respect of the external audit function and the audit of the financial statements for the year ended 30 June 2023.



# VENUE DETAILS

## HOME IDEAS AUCKLAND CONFERENCE ROOM

165 The Strand, Parnell, Auckland



## PARKING

Free parking is available, and you will be directed to the appropriate carpark on arrival at the venue.

Bremworth

**Bremworth Ltd**

7 Grayson Avenue, Auckland 2104, PO Box 97040, Auckland 2241  
Telephone: 64-9-277-6000 [www.bremworth.co.nz](http://www.bremworth.co.nz)