

Bremworth



**NOTICE OF 2022  
ANNUAL MEETING**

Notice is hereby given that the 2022 Annual Meeting of shareholders of Bremworth Limited will be held at the Dome, Auckland War Memorial Museum, Auckland Domain, Parnell, Auckland 1010 on Monday, 28 November 2022, commencing at 2.00 pm ("**Notice of Meeting**").

Let's Go Good Together



# 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 2022 Annual Meeting ("Annual Meeting") of shareholders of Bremworth Limited ("Company") to be held at the Dome, Auckland War Memorial Museum, Auckland Domain, Parnell, Auckland 1010 on Monday, 28 November 2022, 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 2022 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 John Rae:

That John Rae, 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 - Election of Katherine Turner:

That Katherine Turner, who was appointed as a director by the Board on 24 February 2022 and who is eligible for election, be 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  
21 October 2022

# 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.

## 1. ORDINARY RESOLUTION 1:

### Re-election of John Rae



#### John Rae

B.Com., LLB, CMIInstD  
Independent director

#### Term of office

Appointed as a director on 10 July 2015  
Last re-elected 27 November 2019 Annual Meeting

#### Board Committees

Audit, Remuneration and Nomination

#### Profile

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

During his tenure on the Board, he has served as Chair of both the Board's Audit and Remuneration Committees.

John is currently a member of the Board's Audit, Remuneration and Nomination Committees.

John has degrees in Law and Commerce and spent his early career in banking in New Zealand and London in various treasury and capital market roles for 10 years before returning to New Zealand and undertaking a number of private equity, venture capital and corporate finance transactions in Australasia.

He is an experienced company director and is currently Chairman of Ngapuhi Asset Holding Company Limited, Thos Corson Holdings Limited, Wet Gisborne Limited and Te Rahui Herenga Waka Whakatane GP. He is also Chairman of the Advisory Board of Abodo Limited and a director of Corson Grain 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, John Rae must retire.

The other directors unanimously support the re-election of John Rae as a director.

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

## **2. ORDINARY RESOLUTION 2:**

### **Election of Katherine Turner**



#### **Katherine Turner**

B.Com., CA, CMInstD  
Independent director

#### **Term of office**

Appointed as a director on 24 February 2022

#### **Board Committees**

Audit (Chairman) and Remuneration

#### **Profile**

Katherine was appointed a director by the Board on 24 February 2022.

She is Chairman of the Board's Audit Committee and a member of the Board's Remuneration Committee.

Katherine is a highly experienced finance executive and respected leader and a qualified Chartered Accountant. She is a member of the NZ Institute of Directors.

Katherine has held a variety of senior finance and commercial roles in medium and large multinational companies, including Fonterra and Danone. She is currently Vice President Finance for TOMRA Fresh Food and prior to this was Chief Financial Officer at Sanford Limited for three years.

Pursuant to NZX Listing Rule 2.7.1, a director appointed by the Board must not hold office (without election) past the next annual meeting following the director's appointment, but is eligible for election. Accordingly, Katherine Turner must retire.

The other directors unanimously support the election of Katherine Turner as a director.

The Board has determined that Katherine is an independent director.

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

## **3. 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 2023 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, 26 November 2022 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 or election will abstain from voting discretionary proxies in respect of his or her own re-election or 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, 26 November 2022 (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).



## **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.

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 be deposited with the Company using one of the methods outlined on the proxy and postal voting form by 2.00 pm on Saturday, 26 November 2022 (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 2022.

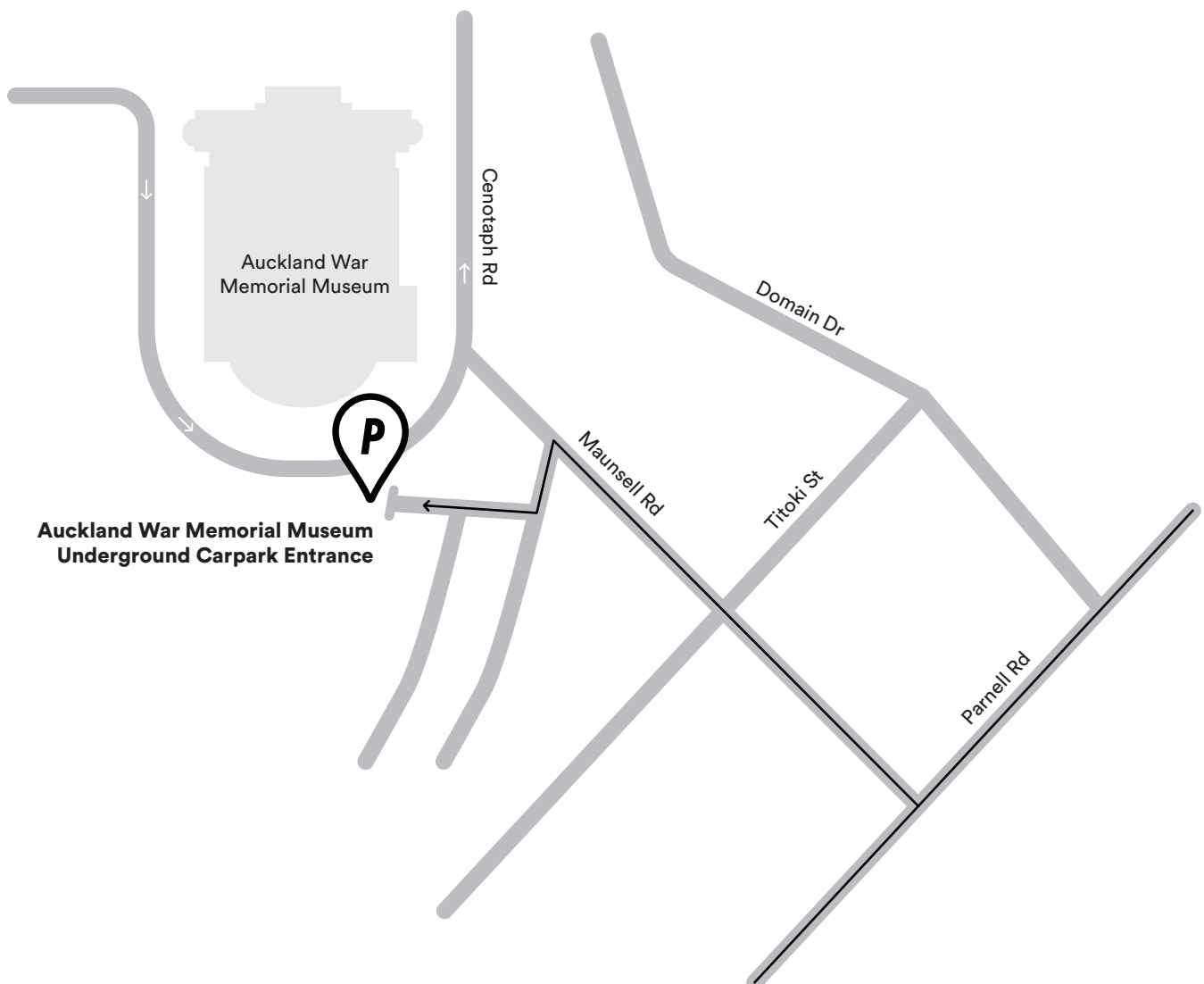
# IMPORTANT INFORMATION

## VENUE PARKING DETAILS

Please see below for direction to the Auckland War Memorial Museum Underground Carpark entrance.

Free parking is available.

Security will assist with directing you to the venue within the Museum.



## **KEY DATES**

All times given are New Zealand times

**2.00 pm**

**Saturday, 26 November 2022**

Latest time for receipt of proxy appointments  
and postal votes

**5.00 pm**

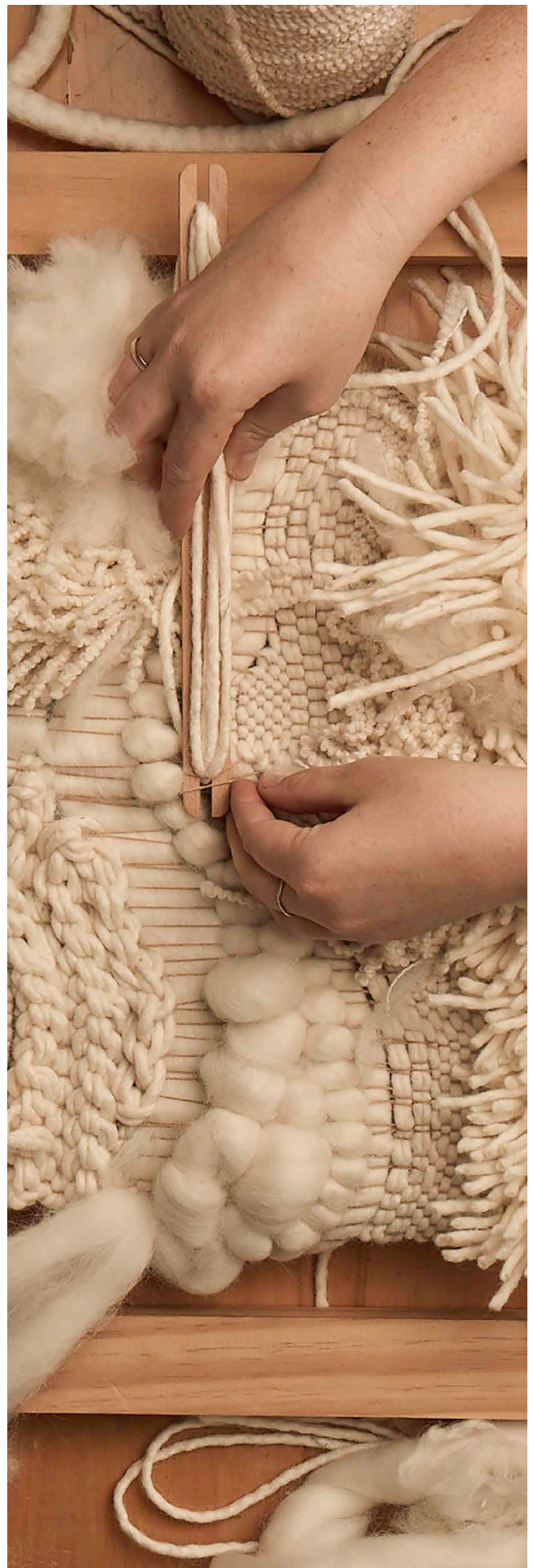
**Saturday, 26 November 2022**

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

**2.00 pm**

**Monday, 28 November 2022**

Annual Meeting of shareholders





*Bremworth*

**Bremworth Ltd**

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Telephone: 64-9-277-6000 [www.bremworth.co.nz](http://www.bremworth.co.nz)