



# Notice of Annual Meeting of Shareholders 2022



# NOTICE OF 2022 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2022 Annual Shareholders' Meeting of NZ Automotive Investments Limited (NZAI or the Company) will be held on 2 September 2022, commencing at 3 pm:

**Venue:**

NZAI Head Office,  
102 Mays Rd,  
Onehunga,  
Auckland 1061

**Online:** <https://meetnow.global/nz>

NZAI may hold the meeting as an online-only meeting if the Company considers it necessary or desirable to do so to comply with any applicable health restrictions or for health and safety reasons associated with the Covid 19 pandemic or otherwise. If the Company exercises its discretion to hold an online-only meeting, shareholders will be provided with as much notice as is reasonably practicable by way of an announcement to the NZX and on the NZAI website.



## DEAR SHAREHOLDER

On behalf of the current Board and Management I am pleased to invite you to NZAI's 2022 Annual Shareholders' Meeting in Auckland. As the second such meeting since NZAI's listing, the Annual Meeting will be held both online and in person to allow as many of our shareholders as possible to join the Board and Management.

The Company has recently moved into new premises and the meeting will provide an opportunity for shareholders to see these first hand, hear more about the business and meet with members of Management and the proposed new Board.

If you elect to attend the meeting virtually, you will be able to watch the meeting live, vote and ask a question online. Further details on these matters are set out in this Notice of Meeting under the virtual annual meeting portal guide. If you cannot attend, we encourage you to complete and lodge the proxy form in accordance with the instructions on the back of that form.

As discussed more fully in the Explanatory Notes included in this Notice of Meeting, NZAI is in a period of transition from its current Board to a new Board. It is important that all shareholders engage in the process of determining the Company's new Board composition. Accordingly, we strongly encourage your participation at the Annual Meeting either in person, virtually, or by proxy.

**Charles Bolt**  
Interim Chair

## ITEMS OF BUSINESS

### 1 Address to Shareholders

### 2 Shareholder Questions

For further details, see Explanatory Note 1.

### 3 Resolutions

For further details, see Explanatory Notes 2 and 3.

To consider and, if thought fit, to pass the following Ordinary Resolutions, requiring approval by a simple majority of the votes of shareholders entitled to vote and voting:

#### Resolution 1.

That Michael Stiassny be elected as a Director.

#### Resolution 2.

That Gordan David Shaw be elected as a Director.

#### Resolution 3

That the Board be authorised to fix the auditor's remuneration.

### Further Information and Explanatory Notes

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

### Attendance and Voting

Your rights to vote may be exercised by:

- (a) Attending and voting in person;
- (b) Attending and voting online via the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click "Go" under the NZAI meeting and then click "Join Meeting Now". Select "Shareholder" on the login screen and enter your CSN/Securityholder Number and post code (or country of residence if outside of New Zealand). Please also refer to the attached Online Meeting Guide for more information;
- (c) Appointing a proxy (or representative) to attend and vote in your place. The proxy need not be a shareholder of NZAI and the form of appointment of proxy and voting instructions accompany this Notice of Meeting. You can appoint a proxy online or complete and send the Proxy Voting Form (enclosed with this Notice of Meeting) by post, or email (as a scanned attachment) so that it is received by Computershare Investor Services Limited by no later than 48 hours before the time for holding the Annual Meeting.

By order of the Board.

**Charles Bolt**  
Interim Chair

# EXPLANATORY NOTES

## In the Explanatory Notes below:

- any reference to the **Existing Board** is a reference to the NZAI Board as at the date of this Notice of Meeting, comprising Charles Bolt, Tim Cook, Tracy Rowsell, Eugene Williams and David (Yusuke) Sena; and
- any reference to the **New Board** is a reference to the NZAI Board as at the date of the Annual Meeting, which is proposed to comprise David (Yusuke) Sena, Michael Stiassny and Gordon Shaw.

## Note 1 – Shareholder Questions

Shareholders may submit written questions to be considered at the Annual Meeting. Written questions should be sent to David Page, CEO – Annual Meeting, NZ Automotive Investments Limited, 102 Mays Road, Onehunga, Auckland 1061 or by email to david.p@nzautomotiveinvestments.co.nz.

NZAI reserves the right not to address any questions that, in the Board's opinion, are not reasonable to address in the context of the Annual Meeting, or any question received fewer than 5 working days prior to the Annual Meeting.

## Note 2 – Election of Directors – Resolutions 1 and 2

The Existing Board is required to provide shareholders with information to enable them to form a reasoned judgment in relation to matters to be considered at the Annual Meeting. The Listing Rules also require that each notice of meeting to consider a resolution to re-elect a Director must include information that the Board considers may be useful to provide to shareholders.

The Existing Board provides the information below, which it considers will be useful to enable shareholders to form a reasoned judgment in relation to Resolution 1 and Resolution 2.

## Background

On 18 July 2022, David Sena and Tompkins Wake Trustees 2022 Limited, as trustees of the Sena Family Trust, nominated Julian Davidson, Gordon Shaw and Jason Lewthwaite for election to the Board at the Annual Meeting. On the same date, the Sena Family Trust also gave notice of its intention to put a proposal to the Annual Meeting to remove Tim Cook, Tracy Rowsell, and Charles Bolt from the Board.

On 19 July 2022, Tim Cook, Tracy Rowsell, Eugene Williams, and Charles Bolt advised NZAI that they were resigning from the Board effective from the earlier of the appointment of sufficient new Independent Directors to meet the requirements of the NZX Listing Rules and 20 August 2022.

On 19 July 2022, Jason Lewthwaite withdrew his consent for appointment as a Director.

On 3 August 2022, Julian Davidson withdrew his consent for appointment as a Director. On that same date, Michael Stiassny confirmed he would accept appointment as a Director.

## Temporal appointments of Michael Stiassny and Gordon Shaw to Board

Mr Sena has undertaken to the Existing Board that, immediately upon the resignations of Tim Cook, Tracy Rowsell, Eugene Williams and Charles Bolt from the Board becoming effective on 20 August 2022, Mr Sena will appoint Michael Stiassny and Gordon Shaw as Directors pursuant to clause 15.5 of NZAI's constitution with effect from 12.00 am on 21 August 2022. These appointments, albeit on a temporal basis until the date of the Annual Meeting, will be effected to ensure that NZAI complies with NZX Listing Rule 2.1 - that there must be at least three Directors and at least two Independent Directors on the Board - during the period up to the Annual Meeting. Michael Stiassny and Gordon Shaw have confirmed that they will accept that appointment.

Any Director appointed by the Board must not hold office (without re-election) past the next Annual Meeting following the Director's appointment.

Accordingly, Michael Stiassny and Gordon Shaw will retire and both offer themselves for election at the Annual Meeting.

## The Existing Board give no recommendations

The Existing Board considers that it would not be appropriate for it to provide a recommendation in relation to Resolutions 1 and 2, particularly as all of the Directors (other than Mr Sena) will be retiring from the Board prior to the Annual Meeting.

### Independent Director qualification

The Existing Board has determined, in reliance on the accuracy and completeness of the responses provided to it by Michael Stiassny and Gordon Shaw, that each of Michael Stiassny and Gordon Shaw will qualify as *Independent Directors* under the NZX Listing Rules on the basis that neither of them is or is intended to be an *Employee* of the Company or any of its subsidiaries and neither of them has a *Disqualifying Relationship* (as those terms are defined in the Listing Rules). In particular, neither of Michael Stiassny nor Gordon Shaw:

- is currently, or within the last three years has been, employed in an executive role by the Company or any of its subsidiaries;
- is currently, or has been, the holder of a senior role in a provider of material professional services to the Company or any of its subsidiaries;
- is currently, or within the last three years has been, in a material business relationship with the Company or any of its subsidiaries;
- is a substantial product holder of the Company;
- is currently, or within the last three years has been, in a material contractual relationship with the Company or any of its subsidiaries, other than as a director;
- has close family ties with anyone who falls into one of the above categories;
- has been a director of the Company for a length of time that may compromise independence.

Also, each of Michael Stiassny and Gordon Shaw has confirmed to the Existing Board (either directly or through Mr Sena's solicitor) that:

- they are not a senior manager of, or a person otherwise associated with, a substantial product holder of the Company;
- they do not have any direct or indirect interest, position, association or relationship (in particular in relation to Mr Sena or interests associated with him) that could reasonably be perceived to influence, in a material way, their ability as a director of the Company to:
  - o bring an independent view to decisions in relation to the Company and its subsidiaries;
  - o act in the interests of the Company and its subsidiaries; or
  - o represent the interests of the Company's shareholders generally.

- they are not a trustee on behalf of:
  - o an employee of the Company or any of its subsidiaries; or
  - o a labour-only contractor, consultant or consultant company who or which contracts with the Company or any of its subsidiaries;
- they are not a trustee of, or in respect of, any pension, superannuation or like fund established for the benefit of:
  - o an employee of the Company or any of its subsidiaries; or
  - o a labour-only contractor, consultant or consultant company who or which contracts with the Company or any of its subsidiaries;
- they have not reached any understanding, arrangement or agreement with Mr Sena or any other person with respect to strategy, business plans, operating structure or organisational structure in respect of the Company or any of its subsidiaries; and
- they have not discussed with Mr Sena any employment/executive or other role that he would have in the Company in the event that they are appointed/elected to the Board of the Company

### Biographical Information

The candidates have supplied the biographical information set out below.

#### **Michael Stiassny**

Michael has over 40 years' experience as a Chartered Accountant, specialising in strategic advice, insolvency, and turnaround activities.

Michael is currently Chair of Ngāti Whātua Ōrākei Whai Rawa Limited and Tower Limited, and a director of a number of other companies. He was previously the Chair of Waka Kotahi, the New Zealand Transport Agency, where he led the repositioning of the Agency to focus on public safety.

Michael is a Chartered Fellow of The Institute of Directors in NZ (Inc) (CFInstD) and is also past President of the Institute of Directors. He is a Fellow of Chartered Accountants Australia and New Zealand (retired) and a life member of RITANZ.

### ***Gordon Shaw***

Gordon Shaw is a New Zealand based professional director and business advisor. He has been working in Chief Executive, General Management and governance roles in the transport, consulting, technology, and Government sectors for more than 15 years.

Gordon is a Chartered member of the NZ Institute of Directors.

Presently he is a steering group member of the Business Leaders' Health and Safety Forum, a director of Nelson Netball Centre Inc and Redwood Valley Service Company Ltd.

Gordon is a committee member of the Nelson Marlborough Branch of the NZ Institute of Directors. Gordon has extensive management and governance experience in the transport, vehicle regulatory, and Government sectors in New Zealand and overseas and is a Fellow of the Institute of Management Consultants and a chartered member of the NZ Institute of Directors. Gordon provides advisory and consulting services to companies, enterprises, and start-ups.

### **Consequences if either Resolution 1 or Resolution 2 is not passed**

#### ***Breach of Listing Rules***

If either Resolution 1 or Resolution 2 is not passed, then NZAI will be in breach of NZX Listing Rule 2.1.1 which requires that there must be at least three Directors, at least two of whom must be Independent Directors. NZAI would also be in breach of NZX Listing Rule 2.13.2 which requires that NZAI's Audit Committee must have at least three members who are Directors and must have a majority of Independent Directors.

Also, if Resolution 1 is not passed, then NZAI will not have a Director with an accounting and financial background, as required under NZX Listing Rule 2.13.2 in relation to the composition of NZAI's Audit Committee.

A breach of the above Listing Rules could result in NZX taking action in respect of any such breach, which could include (among other things) a suspension of quotation and trading of NZAI shares until such time as those breaches are remedied.

### ***Event of review***

An event of review will arise under NZAI's banking facilities with NZAI's bank if the New Board does not comprise at least two Directors who are considered by NZAI's bank to be Independent Directors.

Accordingly, if either Resolution 1 or Resolution 2 is not passed, that will constitute an event of review giving NZAI's bank the right to cancel its facilities with NZAI. A suspension of trading of NZAI shares for 10 consecutive trading days will also constitute an event to review giving NZAI's bank the same cancellation right.

### ***Limited rights to act***

If either Resolution 1 or Resolution 2 is not passed, then NZAI's remaining Director(s) will only be permitted to act in order to remedy the shortfall in Directors or to summon a shareholders meeting, but for no other purpose (NZX Listing Rule 2.9).

### **Note 3 – Resolution 3 – Auditor's Remuneration**

Grant Thornton is automatically reappointed as auditor under section 207T of the Companies Act 1993. The proposed resolution is to authorise the New Board under section 207S of the Companies Act 1993 to fix the remuneration of the auditor.

The Existing Board unanimously recommends that shareholders vote in favour of resolution 3.

### **Entitlement to Vote**

All persons on NZAI's register of shareholders as the holders of shares at 3 pm on Wednesday 31 August 2022 will be entitled to vote on the resolutions at this Annual Meeting.

A shareholder may vote at the Meeting either in person, electronically utilising the Computershare Virtual Meeting Services, or by proxy. A body corporate which is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that in which it could appoint a proxy.

A proxy need not be a shareholder of NZAI. A shareholder who wishes to do so may appoint the chair of the Meeting to act as proxy.

A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions. David Sena has confirmed to the Existing Board that where the chair of the meeting



is appointed as proxy and voting is left to his or her discretion, he expects that the chair will vote in favour of all Resolutions.

A proxy form is enclosed and, if used, must be lodged with the share registrar, Computershare Investor Services Limited, in accordance with the instructions set out on the form not less than 48 hours before the time of the holding of the meeting.

All resolutions must be passed by Ordinary Resolution, which is a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person, electronically, or by proxy.

### **Results**

Following the Annual Meeting, the results will be posted at [www.nzautomotiveinvestments.co.nz](http://www.nzautomotiveinvestments.co.nz) and on [www.nzx.com](http://www.nzx.com).

### **Health and safety**

For the health and safety of all, we ask that if you have a cough, a high temperature of at least 38°C, shortness of breath, sore throat, sneezing and runny nose or temporary loss of smell that you stay at home. You will still be able to watch the Annual Meeting and submit questions live via our webcast or email questions to [haydn.m@nzautomotiveinvestments.co.nz](mailto:haydn.m@nzautomotiveinvestments.co.nz)

### **Venue information**

NZAI Head Office, 102 Mays Road, Onehunga, Auckland. The Head Office is well served by rail services, sitting close to the Onehunga line, with the Te Papapa Station being a very short walk away. The Company will have parking spaces available at the venue. Please follow the cones and signage at the venue when you arrive and observe all health and safety protocols.





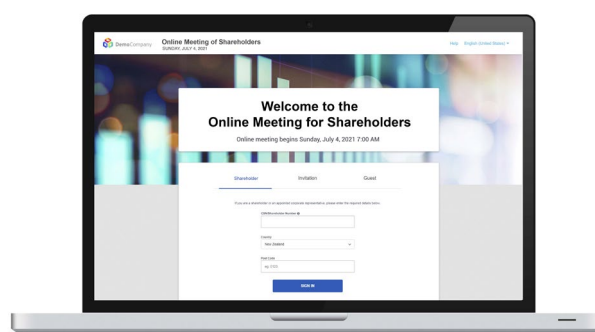
## HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

### Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

**You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.**



Visit <https://meetnow.global/nz>



#### Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

##### **If you are a shareholder:**

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

##### **If you are a guest:**

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

##### **If you are a proxy holder:**

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

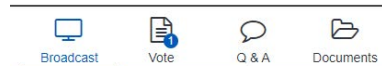


#### Contact

If you have any issues accessing the website please call +64 9 488 8700.



#### Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



#### Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



#### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.