

Notice of 106th Annual Meeting

Notice is hereby given that the 2024 annual meeting of shareholders of
The Colonial Motor Company Limited
will be held at
The Harbourside Function Venue, 4 Taranaki Street, Wellington
on Friday, 8 November 2024 commencing at 12:00 midday

BUSINESS

1. Chair's introduction
2. Address from the Chair
3. Report from the Group Chief Executive
4. Shareholder discussion
5. Resolutions
To consider and if thought fit, to pass the following resolutions:
(see explanatory notes on the next page)
 1. To re-elect Ashley James Waugh as a director of the Company.
 2. To re-elect Gillian Durrad Watson as a director of the Company.
 3. To record the on-going appointment of Grant Thornton as auditor and to authorise the directors to fix the auditor's remuneration.
6. General business

LOCATION



Explanatory Notes – relating to the annual meeting

Voting

All voting at annual meetings must be conducted by poll. Procedures for voting, the appointment of proxies and representatives, vote counting and the announcement of the results are applied and disclosed in detail.

Proxies, representatives and postal voting

If you choose not to attend the meeting, a form is enclosed for you to complete to appoint a proxy or corporate representative to vote on your behalf. If you wish you can lodge a postal vote rather than a proxy vote.

Detailed guidance is provided on the form on how to complete it for either proxy or postal voting purposes. Further copies of the form may be obtained from the Company or downloaded from our website.

Resolutions

Each of the resolutions will be considered as a separate ordinary resolution. To be passed, an ordinary resolution requires a simple majority of votes of shareholders entitled to vote and voting. Each share in the Company carries one vote.

The Board supports passing all of the resolutions.

Re-election and election of directors

The Listing Rules require that a director must not hold office (without re-election by shareholders) past the third annual meeting that follows the director's last election or 3 years, whichever is longer.

A director appointed by the Board must not hold office (without election by shareholders) past the annual meeting following the director's appointment.

Resolution 1

Ashley James Waugh was last re-elected as a director at the 2021 annual meeting. He is eligible and offers himself for re-election.

Ashley has a breadth of experience in brand and franchise management developed during an extensive business career that commenced with Ford Motor Company in New Zealand, Australia and Taiwan. That senior management experience spans Fast Moving Consumer Goods, where he held positions with the New Zealand Dairy Board (now Fonterra) and National Foods in Australia. His governance career includes directorships in Agribusiness, with Fonterra and listed kiwifruit company Seeka Limited and the Automotive sector with CMC. Ashley's experience and roles in the listed company environment has seen him serve as Chair of Audit Committees before being elected as Chair of The Colonial Motor Company. With his wife Catherine, they own and manage a dairy farm near Te Awamutu. Ashley became a director in November 2015.

Resolution 2

Gillian Durrad Watson was elected as a director at the 2021 annual meeting. She is eligible and offers herself for re-election.

Gillian has a business background in the real estate industry and has worked in production management in the television industry. She is a significant shareholder who has had a life-long focus and interest in the Company. Gillian is member of the Institute of Directors and in September 2021 became CMC's first female Director.

Auditor re-appointment and remuneration

Resolution 3

Under section 200 of the Companies Act 1993, the auditor is automatically re-appointed each year unless ineligible or replaced.

The fee paid to the auditor is disclosed in the annual report each year (refer page 17).