

# Notice of Annual Meeting

## Important dates

Record date for voting entitlements for the Annual Shareholders' Meeting	5.00pm, Friday 10 November 2023 (NZST)
Latest time for receipt of proxies	2.00pm, Sunday 12 November 2023 (NZST)
Annual Shareholders' Meeting	2.00pm, Tuesday 14 November 2023 (NZST)

The Annual Meeting of shareholders of Marsden Maritime Holdings Ltd ("MMH") will be held at the Northland Events Centre, Semenoff Stadium – NZ Vikings Lounge, 51 Okara Drive, Whangarei on Tuesday, 14 November 2023 commencing at 2.00pm.

Shareholders will be able to attend in person or online. Those attending virtually may vote and ask questions via [www.meetnow.global/nz](http://www.meetnow.global/nz). Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, including instructions for accessing the virtual meeting. If you are attending virtually you are encouraged to review this guide and access via the website address shown above. We recommend logging into the [www.meetnow.global/nz](http://www.meetnow.global/nz) platform 15 minutes prior to the start of the meeting to check your audio and visual requirements on your device.

If you cannot attend, I encourage you to complete and lodge the proxy form in accordance with the instructions on the reverse of the form so that it reaches Computershare by 2pm (New Zealand time) on 12 November 2023. You can choose to exercise your vote online at: [investorvote.co.nz](http://investorvote.co.nz). You will need to provide your CSN/Security Holder Number, which can be found on the proxy form. Online voting prior to the meeting is available until 2.00pm on Sunday 12 November 2023.

### A. ORDINARY BUSINESS

#### 1. Chair's and Chief Executive's Reports

To receive reports from the Chair and the Chief Executive in respect of the year ended 30 June 2023, including consideration of the financial statements and auditor's report.

#### 2. To Elect Directors

**Mr Mark Bogle** retires by rotation and is not eligible and therefore not seeking re-election.

**Ms Kirsten Andrews** retires by rotation and is eligible but is no longer seeking re-election.

**John Sproat** being nominated by Northland Regional Council, offers himself for election. Accordingly, the following resolution is proposed:

**Resolution 1 - As an Ordinary Resolution:** That John Sproat be elected as a Director of the Company.

**Jared Pitman** being nominated by Northland Regional Council, offers himself for election. Accordingly, the following resolution is proposed:

**Resolution 2 - As an Ordinary Resolution:** That Jared Pitman be elected as a Director of the Company.

### B. GENERAL BUSINESS

To consider any other matter that may be properly brought before the meeting.

### R.S.V.P.

To assist with catering, we request that shareholders R.S.V.P. to Karri Williams email: [info@marsdenmaritime.co.nz](mailto:info@marsdenmaritime.co.nz). or phone: 09 432 5033 by Tuesday 7 November 2023.

By order of the Board



Vidura Galpoththage

HEAD OF FINANCE

17 October 2023

## Attendance and voting

Voting will be conducted by poll. Your rights to vote may be exercised by:

**a) Attending the meeting and voting in person;** or

**b) Attending the meeting and voting online;** or

**c) Appointing a proxy (or representative) to attend and vote in your place:** A shareholder is entitled to attend the meeting and vote or may appoint a proxy who need not be a shareholder of the Company to attend and vote in the place of the shareholder. You may appoint the "Chair of the meeting" as your proxy.

If you appoint the Chair of the meeting as proxy but not direct the Chair how to vote on a particular resolution the Chair of the meeting will vote your shares in favour of each of the resolutions 1-2. If you have not named a proxy, or your named proxy does not attend the meeting, and you have directed how you wish to vote, the Chair will be your proxy.

A proxy form is enclosed and to be effective, it must be returned to the Company's Share Registrar, Computershare Investor Services Limited, together with any power of attorney (if applicable) by email to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz) or by mail:

Delivering it to: Level 2, 159 Hurstmere Road, Takapuna, Auckland; Posting it to: Private Bag 92119, Victoria Street West, Auckland 1142;

In each case it must be received not later than 48 hours before the time of the meeting (by 2.00pm 12 November 2023). Proxies received after that time will not be valid.

**d) Online voting:** Lodge your proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz). You will need to provide your CSN/Security Holder Number, which can be found on your proxy form.

### Eligibility to vote

Pursuant to section 125 Companies Act 1993, the Board has determined that for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company at 5.00pm 10 November 2023, may do so either by attending the Annual Meeting and voting in person or online, or by proxy voting (subject to the time limits for returning Proxy/Voting forms).

### Ordinary resolutions of shareholders

An ordinary resolution is a resolution approved by a majority of more than 50% of votes of those shareholders entitled to vote and voting on the resolution.

### Questions in advance of the meeting

To assist the Board to provide answers to questions from shareholders, MMH is offering a facility for shareholders to submit questions in advance of the Annual Meeting. Questions should relate to matters that are relevant to the Annual Meeting including matters arising from the financial reports and any general questions regarding the performance of MMH. Individual responses to questions will not be provided, but the chair will, at the Annual Meeting, endeavour to address commonly raised questions. Questions can be submitted in writing with Proxy/Voting forms online at [investorvote.co.nz](http://investorvote.co.nz).

Alternatively, you can email your questions to: [info@marsdenmaritime.co.nz](mailto:info@marsdenmaritime.co.nz).

### Virtual Attendance

All shareholders will have the opportunity to attend and participate in the 2023 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Virtual meetings will be accessible on both desktop and mobile devices. In order to participate remotely you will need to:

- Visit [www.meetnow.global/nz](http://www.meetnow.global/nz) on your desktop or mobile device. Ensure that your browser is compatible – you will need the latest version of Chrome, Safari or Edge. Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, including instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting.
- If you have any questions, or need assistance with the online process, 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 will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices.

## Candidate Profiles

### **Mr John Sproat**

Mr. Sproat is an experienced corporate lawyer and director with extensive experience across banking, finance and capital markets. He has over 30 years of experience with a major New Zealand law firm, principally in the areas of bank lending, securitisation, structured and project financing and capital markets, working for New Zealand and international corporate and banking clients and with experience across property transactions.

Mr. Sproat was recently a director of NZ Post Limited and Kiwibank Limited and is currently chair of the Investment Committee of Opepe Farm Trust and a member of the Investment Committee of Tupu Angitu Limited. He was chair of the Rangitane Settlement Negotiation Trust and was a member of the Expert Advisory Panel for the Reserve Bank Review and the Independent Advisory Panel for the Provincial Growth Fund.

Mr. Sproat brings diverse experience across finance, capital markets and corporate entities, property transactions and regional economic development and a good understanding of te Ao Māori tikanga. John brings the particular skills required by the MMH board, which will complement and enhance the existing skills of the MMH board.

### **Mr Jared Pitman**

Mr Pitman is a strategic leader who is deeply committed to fostering collective and collaborative efforts to benefit stakeholders. His impressive employment history in the public service, his skill set, and governance experience makes him an ideal candidate for a director role with Marsden Maritime Holdings.

Mr Pitman has held senior positions within the public service at regional and national levels. His tenure has seen him lead operations to embed government strategic priorities, and provide policy and strategic advice to Cabinet Ministers, Judiciary, and public service leadership.

Currently at Te Puni Kōkiri, Mr Pitman successfully established, operationalized, and now manages a nationwide service to assist landowners in achieving their land development aspirations. Under his leadership, his team has accelerated a variety of land development projects across the country, including agricultural conversions, land access facilitation, and infrastructure and housing development.

Mr Pitman has chaired and served on several boards and committees inside and outside of government. He applies a tikanga Māori approach in building and maintaining board unity, stakeholder connection, and strategic relationships. He has a focus on developing long-term strategic objectives and delivers for stakeholders through authentic partnerships.

## Explanatory Notes

### **The election of Directors**

1. Shareholder approval is sought to the election of 2 Directors
2. Under the NZX Listing Rule 2.7.1, a Director must not hold office past the later of three years and the third Annual Meeting after their appointment without being re-elected by shareholders. For this reason, Directors, Mr Mark Bogle and Ms Kirsten Andrews, are required to retire from office at the conclusion of the Annual Meeting.
3. Neither Mr Bogle nor Ms Andrews is standing for re-election
4. As a result of Mr Bogle retiring by rotation and not being eligible for re-election and Ms Andrews retiring by rotation and being eligible but no longer seeking re-election and the Northland Regional Council nominating two directors for election, the board size will be six directors following the Annual Meeting if both resolutions are passed. Pursuant to section 6 of the Port Companies Act 1988, Marsden Maritime Holdings as a registered port company must have a minimum of six directors.
5. Pursuant to NZX Listing Rule 2.3.2, the Company issued a notice on 8 August 2023 advising a closing date for Director nominations of 6 October 2023., John Sproat and Jared Pitman have been nominated as directors.

In seeking nominations for director appointments, the following skills were identified as being critical for the Board

*"Directors will need to offer a depth of governance experience and demonstrate leadership in governance best practice, with an awareness of the public and private sectors.*

*Experience sought that complements the existing MMH skills matrix will include finance with exposure to equity raise and property infrastructure development with a commercial focus.*

*Directors will be politically and strategically astute and be recognised for developing and maintaining relationships with stakeholders and the community, with a good understanding of Tikanga Māori. The candidates will embrace our commitment to support diversity of thought.*

*Previous experience as a director of a publicly listed company will be an advantage."*

The Directors advise that:

1. **Election of Director: Mr John Sproat** – See accompanying Candidate Profiles

Mr John Sproat offers himself for election at the Annual Meeting. Accordingly, it is proposed that the following ordinary resolution be put to shareholders for approval:

“That John Sproat be elected as a Director of the company”.

2. **Election of Director: Mr Jared Pitman** – see accompanying Candidate Profiles

Mr Jared Pitman offers himself for election at the Annual Meeting. Accordingly, it is proposed that the following ordinary resolution be put to shareholders for approval:

“That Jared Pitman be elected as a Director of the company”.

**Appointment of Auditor**

Pursuant to section 19 of the Port Companies Act 1988 and section 14 of the Public Audit Act 2001, the Auditor-General is the appointed Auditor of the Company. A resolution regarding auditor appointment is not therefore required.

