

# **SOUTHERN CHARTER FINANCIAL GROUP LIMITED**

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the Annual Meeting of Shareholders of Southern Charter Financial Group Limited (the "Company") will be held on Thursday, 30 September 2021 commencing at 2:00pm.

Due to COVID-19 constraints in Auckland, shareholders who wish to attend can only participate by way of Zoom attendance. The format allows all shareholders to attend without the need to travel and it also negates any potential issues that may arise as a result of COVID-19.

### **VIRTUAL SHAREHOLDER MEETING**

To participate in the meeting online please use the following link to SNC's virtual meeting Zoom platform:

<https://us02web.zoom.us/j/86583836492?pwd=dnN3dkF6S1I3TINGMS9OOTdXOUFJQT09>

Meeting ID: 865 8383 6492

Passcode: 358612

Shareholders are advised to vote via their proxy form before the meeting.

### **AGENDA**

- A. Chairman's introduction.
- B. Presentation to shareholders.
- C. Shareholder discussion.
- D. Resolutions

### **RESOLUTIONS**

#### **1. Re-election of John Cilliers as Director – Ordinary Resolution**

John Cilliers retires in accordance with the provisions of the Constitution of the Company and offers himself for re-election as a director. Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

*"That John Cilliers be re-elected as a director of the Company."*

#### **2. Remuneration of Auditors – Ordinary resolution**

*That the Board is authorised to fix the remuneration of the Company's auditors for the forthcoming year.*

### **Other Business**

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

## NOTES

### 1. PROXIES

Any shareholder of SNC who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of SNC. The Chairman of the Meeting (Joseph van Wijk) and any of the Directors are prepared to act as proxy. Where they are appointed as a discretionary proxy, they intend to vote in favour of all of the Resolutions.

To appoint a proxy you should complete and sign the enclosed Proxy Form and either return it by delivery, mail or email to the share registrar of SNC:

**By delivery:**

Southern Charter Financial Group  
Limited C/- Link Market Services Limited  
Level 30, PwC Tower,  
15 Customs Street West  
Auckland, 1010

**By mail:**

Southern Charter Financial Group  
Limited C/- Link Market Services Limited  
PO Box 91976  
Auckland 1142

**By email:** [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com) (please put the words "Southern Charter Financial Group Limited Proxy Form" in the subject line for easy identification)

You may also lodge your proxy online at <https://investorcentre.linkmarketservices.co.nz/voting/SNC>

You will require your CSN/Holder Number and FIN to complete your proxy appointment. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by Link Market Services no later than 48 hours before the meeting, being 2:00pm on Tuesday, 28 September 2021. Online proxy appointments must also be completed by this time. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those shareholders' names at that time may be voted at the meeting.

### 2. VOTING RESTRICTIONS

There are no voting restrictions.

## **EXPLANATORY NOTES**

### **NZX Listing Rules (“Listing Rules”) and Companies Act 1993 (“Act”)**

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

### **Nature of Resolutions**

The resolutions which are to be considered at the Meeting are both ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

### **RESOLUTION 1 - RE-ELECTION OF JOHN CILLIERS AS DIRECTOR – ORDINARY RESOLUTION**

One director, John Cilliers retires by rotation in accordance with the Company’s constitution. Being eligible, John offers himself for re-election at the Annual Meeting. A brief biography for John is provided below:

John is an experienced company executive and director in both public and private companies and is a member of Chartered Accountants Australia and New Zealand. Current directorships include NZSX listed Ascension Capital Limited. John previously held executive finance roles in Pulse Energy, The Lines Company and The National Institute of Water and Atmospheric Research. His experience includes financial management, corporate governance and company secretarial services, preparation of statutory financial reports and managing implementation of systems to support business growth.

### **RESOLUTION 2 – REMUNERATION OF AUDITORS – ORDINARY RESOLUTION**

BDO is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.