

NOTICE OF 2024 ANNUAL MEETING

DEAR SHAREHOLDER

We invite you to join us for the Annual Meeting of Shareholders (the **Meeting**) of Metro Performance Glass Limited¹ (the **Company**), to be held at:

LOCATION:

MUFG Corporate Markets (formerly Link Market Services), Level 30, PwC Tower, 15 Customs Street West, Auckland

DATE AND TIME:

Thursday 26 September 2024 at 3:00pm (NZST)

The meeting will be a hybrid meeting to ensure that the meeting is accessible and that shareholders who are not able to attend in person can still participate.

Online attendance to the meeting is through www.virtualmeeting.co.nz/mpg24. To participate online you will need your shareholder number for verification purposes – your shareholder number can be found on your Voting form.

BUSINESS AND AGENDA OF THE MEETING

A. CHAIR'S WELCOME AND STRATEGIC OVERVIEW

B. EXECUTIVE DIRECTOR'S REPORT ON FINANCIAL AND BUSINESS PERFORMANCE

C. SHAREHOLDER DISCUSSION

Consideration of any questions submitted prior to the Meeting (to the extent these questions have not been covered in the Chair or Executive Director's addresses) or raised at the Meeting.

D. RESOLUTIONS

The business of the meeting is to consider and, if thought appropriate, pass the following ordinary resolutions (which require a simple majority of the votes of those shareholders entitled to vote and voting):

1. That the Board be authorised to fix the fees and expenses of PwC as Auditor for the ensuing year.
2. That Shawn Beck be elected as a Director of the Company.
3. That Pramod Khatri be elected as a Director of the Company.
4. That Simon Bennett be elected as a Director of the Company.

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

On behalf of the Board



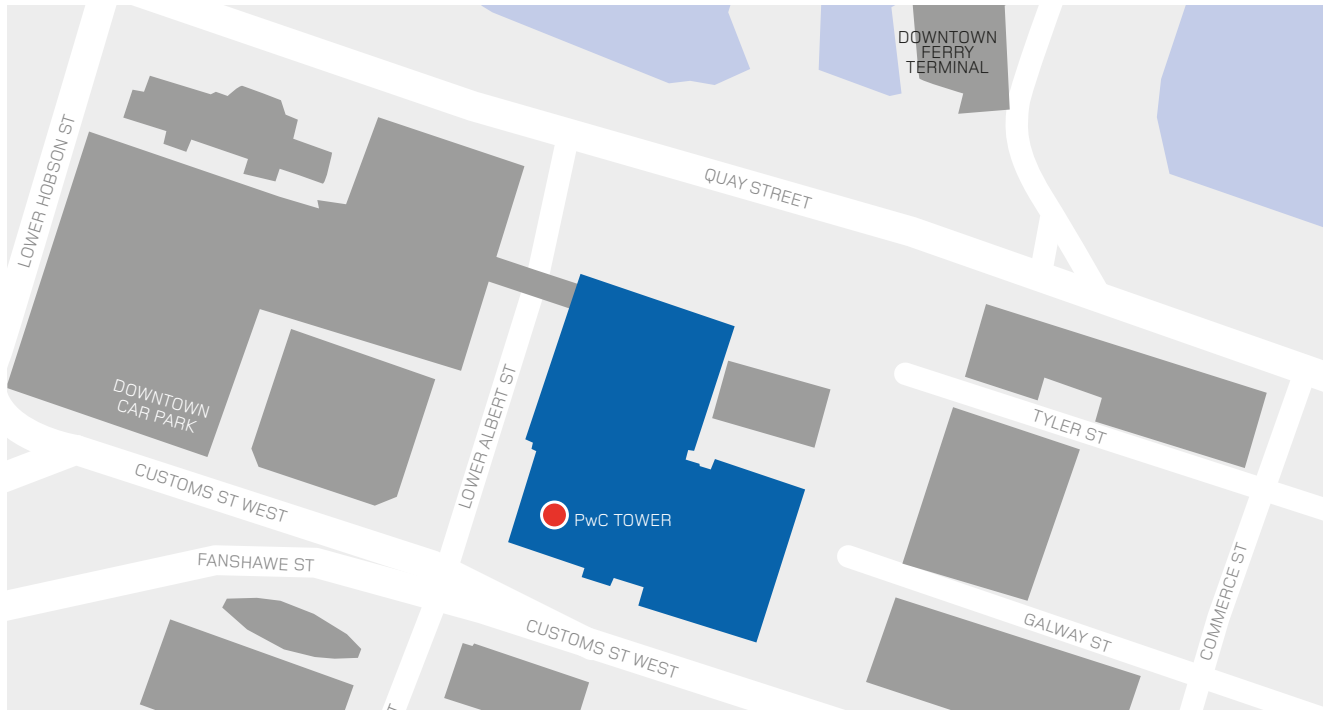
SHAWN BECK
CHAIR

22 AUGUST 2024

EXPLANATORY NOTES

LOCATION AND PARKING

The Meeting will be held at MUFG Corporate Markets (formerly Link Market Services), Level 30, PwC Tower, 15 Customs Street West, Auckland. The closest car park is Downtown car park next door.



RESOLUTIONS

Resolutions 1, 2, 3 and 4 are to be considered as separate ordinary resolutions. To be passed, those resolutions require the approval of a simple majority of the votes of those shareholders entitled to vote and voting.

RESOLUTION 1: AUDITOR FEES AND EXPENSES

PwC are currently the Company's auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Meeting. Shareholder approval is therefore sought to authorise the Board to fix the fees and expenses of PwC as auditor.

RESOLUTIONS 2, 3 AND 4: ELECTION OF DIRECTORS

The Listing Rules require that any person who is appointed as a Director by the Board shall retire from office at the next Annual Shareholders' Meeting but shall be eligible for election at that Meeting. Shawn Beck, Pramod Khatri and Simon Bennett were appointed to the Board during the year and accordingly, each of them is standing for election by shareholders.

In order for a Director to be independent, the Board must determine that he or she is not an executive of the Company and has no disqualifying relationship. The Board has determined that Shawn and Pramod are Independent Directors and that Simon is a non-Independent Director

The Board unanimously supports the election of all three directors.



SHAWN BECK

INDEPENDENT, NON-EXECUTIVE CHAIR

MEMBER OF THE AUDIT AND RISK COMMITTEE AND THE PEOPLE AND CULTURE COMMITTEE

Appointed: 1 November 2023

Shawn has a varied background, including serving as an equities analyst and institutional dealer, investment banker, private equity general partner, company director, owner operator and as a co-founder of Pencarrow Private Equity.



PRAMOD KHATRI

INDEPENDENT, NON-EXECUTIVE DIRECTOR

CHAIR OF THE PEOPLE AND CULTURE COMMITTEE AND MEMBER

Appointed: 11 December 2023

Pramod was previously Managing Director and majority shareholder of McKechnie Aluminium Solutions Limited for over 20 years. McKechnie is a manufacturer and supplier of aluminium products supplying both NZ and Australian markets. Prior to this he has held senior management roles in the New Zealand dairy, roading & construction, and manufacturing sectors. Pramod is the Chair of Christchurch based AW Fraser Limited and a trustee of a New Plymouth based charitable trust. He is a Fellow of the New Zealand Institute of Chartered Accountants, has a Bachelor of Commerce and an MBA from University of Otago and is a Member of the Institute of Directors.



SIMON BENNETT

NON-INDEPENDENT, EXECUTIVE DIRECTOR

Appointed: 11 December 2023

Simon is an experienced CEO, entrepreneur, and company director. He has previously worked across human resources retail and manufacturing sectors. Simon's current directorships include Accordant Group (Chairman), and he is a trustee of the International Centre for Entrepreneurship Foundation. Simon is a former director of The Icehouse. Simon is a member of the Institute of Directors. Simon is a people person and is passionate about driving productivity gains in New Zealand through education, training and innovation.

PROCEDURAL NOTES

Voting entitlements for the Meeting will be determined as at 5:00pm (NZST) on Tuesday 24 September 2024. 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.

Each resolution will be voted on by way of a poll, in accordance with NZX Listing Rule 6.1.1. Results of the voting will be available after the conclusion of the Meeting and will be notified on the New Zealand and Australian securities exchanges.

HOW TO CAST YOUR VOTE

The 2024 Annual Meeting Admission Card, Proxy or Postal Voting Form (the **Voting Form**) included with this Notice of Meeting allows you, or your proxy, to vote either for or against, or abstain from, each of the resolutions. You may cast your vote in one of two ways:

1. Attend the annual meeting in person or online and vote.

You can attend the meeting in person or via the online platform to exercise your vote.

2. Proxy appointment or Postal vote.

You can complete the enclosed Voting Form and return it in accordance with the instruction on the Voting Form, so that in each case, your vote is received by MUFG Corporate Markets (formerly Link Market Services Limited) no later than 3:00pm (NZST) on Tuesday 24 September 2024.

Shareholders can elect to lodge their proxy appointment or postal vote online at vote.linkmarketservices.com/MPG.

Shareholders can either visit the website or use the QR code printed on the Voting Form.

To vote online you will be required to enter your CSN/Holder Number FIN (New Zealand Register) or Holder Number and Postcode (Australian Register). To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

You may appoint the Chair of the Meeting as your proxy if you wish.

If you select a proxy to vote on your behalf (including the Chair of the Meeting) and you confer on the proxy a discretion on the Voting Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting.

SHAREHOLDER QUESTIONS

Shareholders may submit written questions to be considered at the Meeting. Prior to the meeting, written questions can be submitted online at vote.linkmarketservices.com/MPG or by using the Voting Form.

During the meeting, shareholders participating online can ask questions by clicking on the 'Ask a question' box on the online portal.

The Company reserves the right not to address any questions that it is not required to address or, in the Board's opinion are not reasonable to address in the context of an annual shareholders meeting.

ANNUAL REPORT

The Company's Annual Report for the year ended 31 March 2024 (and previous periods) is available at <https://metroglass.co.nz/investor-centre/reports>.

REFRESHMENTS

After the formal part of the Meeting has concluded, the Company invites you to join members of the Board and Management for light refreshments.