

NOTICE OF 2023 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:

Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland

DATE AND TIME:

Tuesday 1 August 2023 at 10:00am (NZST)

This year Metro Performance Glass is holding 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/mpg23. 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. CHIEF EXECUTIVE OFFICER'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 Chief Executive Officer'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 Graham Stuart be elected as a Director of the Company.
3. That Mark Eglinton 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



LIAM HUNT
COMPANY SECRETARY
4 JULY 2023

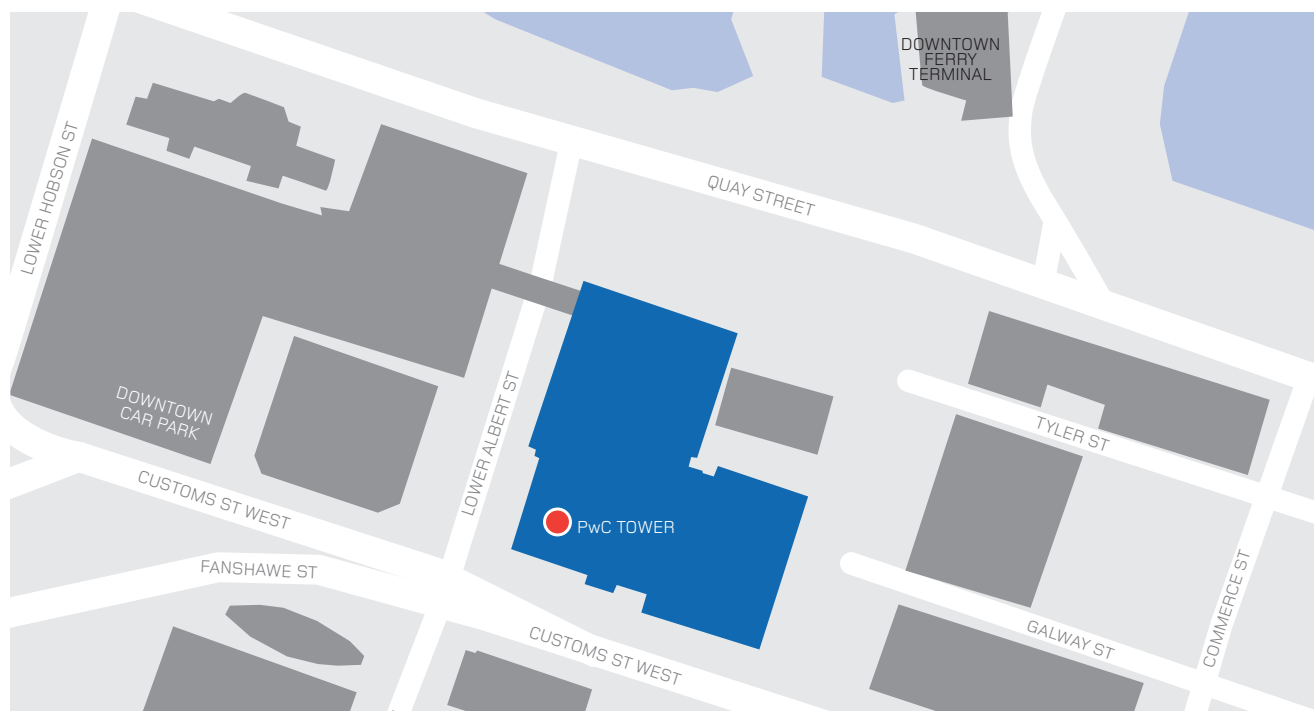
¹ Metro Performance Glass Limited ARBN 600 486 646 and NZCN 5267882, a company incorporated in New Zealand under the Companies Act 1993 (NZ).

EXPLANATORY NOTES

LOCATION AND PARKING

The Meeting will be held at 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 and 3 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 AND 3: ELECTION OF DIRECTORS

Pursuant to NZX Listing Rule 2.7.1, a Director must not hold office without re-election past the third annual meeting following the Director's appointment, or three years, whichever is longer.

Graham Stuart and Mark Eglinton each accordingly retire by rotation and offer themselves for re-election at this year's meeting.

In the Board's opinion, both Graham Stuart and Mark Eglinton are Independent Directors of the Company as defined in the NZX Listing Rules. The Board unanimously supports the election of both directors.



GRAHAM STUART

INDEPENDENT, NON-EXECUTIVE CHAIR
CHAIR OF THE AUDIT AND RISK COMMITTEE

Appointed: December 2019

Graham has over 30 years' experience in senior executive and governance roles in New Zealand and internationally. He was previously the CEO of Sealord Group from 2007 to 2014 and prior to that was CFO and Director of Strategy with the Fonterra Co-operative Group from 2001 to 2007. Graham is the Chair of EROAD Limited, an independent director and Chair of the audit committee of Tower Limited and independent director and Chair of Northwest Healthcare Property Management Limited. He is a Fellow of Chartered Accountants Australia & New Zealand. Graham has a Master of Science from Massachusetts Institute of Technology and a Bachelor of Commerce from the University of Otago.



MARK EGLINTON

INDEPENDENT, NON-EXECUTIVE DIRECTOR
CHAIR OF THE PEOPLE AND CULTURE COMMITTEE

Appointed: April 2020

Mark is currently the Group CEO and a director of NDA Group, a leading international engineering and fabrication business. Prior to this, he was the CEO of Tenon Limited (NZX listed at that time) from 2005 to 2009 and held several senior positions with Fletcher Building, including the role of Managing Director of Fletcher Aluminium & Plyco Doors from 1999 to 2001. Mark has a Bachelor of Commerce and a Bachelor of Laws from the University of Otago.

PROCEDURAL NOTES

Voting entitlements for the Meeting will be determined as at 5pm (NZST) on Friday 28 July 2023. 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 2023 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 Link Market Services Limited no later than 10am (NZST) on Sunday 30 July 2023.

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.

WEBCAST

If you are unable to attend the meeting a full replay of the webcast will be available and can be accessed online at the Metro Performance Glass Investor Centre: <https://www.metroglass.co.nz/investor-centre/>.

ANNUAL REPORT

The Company's Annual Report for the year ended 31 March 2023 (and previous periods) is available at <https://www.metroglass.co.nz/investor-centre/annual-interim-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.

