



Notice of Annual Meeting of Shareholders 2021



DEAR SHAREHOLDER

The 2021 Annual Meeting of NZ
Automotive Investments Limited (NZAI)
will be held on the 25th of August 2021,
commencing 4:00pm at:

Ellerslie Events Centre
Pakuranga Hunt Room
Level 2, Ellerslie Stand,
100 Ascot Avenue,
Ellerslie,
Auckland 1050



ITEMS OF BUSINESS

1. Chair's address

2. Chief Executive Officer's Presentation

3. Shareholder Questions

To consider any shareholder questions submitted prior to the Annual Meeting (to the extent these questions have not already been addressed in the Chair's Address and the Chief Executive Officer's Presentation).

For further details, see Explanatory Note 1.

4. Ordinary Resolutions

To consider and, if thought fit, pass the following Ordinary Resolutions, requiring approval by a simple majority of the votes of shareholders entitled to vote and voting:

4.1. Auditors Remuneration

Resolution 1: That the Board be authorised to fix the auditor's remuneration.

For further details, see Explanatory Note 2.

4.2. Election of Directors

Resolution 2: That Karl Smith, Chairman, be re-elected as a director of NZAI.

Resolution 3: That David (Yusuke) Sena be re-elected as a director of NZAI.

Resolution 4: That Eugene Williams be re-elected as a director of NZAI.

For further details, see Explanatory Note 3.

5. General Business

To consider any other business that can be properly brought before the meeting.

Further Information and Explanatory Notes

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

Attendance and Voting

Your rights to vote may be exercised by:

- (a) Attending and voting in person; or
- (b) Appointing a proxy (or representative) to attend and vote in your place. The proxy need not be a shareholder of NZAI and the form of appointment of a proxy and voting instructions accompany this Notice of Meeting.

You can appoint a proxy online or complete and send the Proxy Voting Form (enclosed with this Notice of Meeting) by post, or email (as a scanned attachment) so that it is received by Computershare Investor Services Limited by no later than 48 hours before the time for holding the Annual Meeting.

Contingency due to COVID-19 lockdown

In the event of a COVID-19 related event that impacts the shareholders, ability to gather at the venue or if the board considers it inappropriate due to Auckland being in a lockdown situation, then the meeting will be held virtually and a live stream of the AGM will be made available to the shareholders. Refer to Explanatory Note 5

When you are attending the meeting, please "check in" using the COVID-19 tracer app. If you are unwell or are in close contact with someone who is unwell, please do not attend the meeting.

I look forward to seeing you at the Annual Meeting and thank you for your ongoing support.

By order of the Board.

Karl Smith

Chair
27th July 2021

EXPLANATORY NOTES

Note 1 – Shareholder Questions

Shareholders may submit written questions to be considered at the Annual Meeting. Written questions should be sent by post to Haydn Marks, CFO - Annual Meeting, NZ Automotive Investments Limited, 17 Levene Place, Mt Wellington, Auckland 1060 or by email to haydnmarks@nzautomotiveinvestments.co.nz. NZAI reserves the right not to address any questions that, in the Board's opinion, are not reasonable to address in the context of an Annual Meeting, or any question received fewer than 5 working days prior to the Annual Meeting.

Note 2- Auditor's Remuneration

Resolution 1

Grant Thornton is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor under section 207S of the Companies Act 1993.

Note 3 – Election of Directors

Resolutions 2, 3 and 4

This is the first annual meeting for NZAI since it became an issuer (as that term is defined in the NZX Listing Rules). In accordance with NZAI's constitution and NZX Listing Rule 2.7.1, no director may hold office (without re-election) past the third annual meeting following the director's appointment or re-election, or for three years after that time, whichever is longer.

Three of the longest serving directors, Karl Smith, David (Yusuke) Sena and Eugene Williams have elected to retire at the Annual Meeting and seek re-election.

To be appointed as a director, a candidate must be approved by Ordinary Resolution, which means a simple majority of the votes cast on the resolution for appointment of the candidate must be in favour of the resolution.

The Board has determined that:

- 1.Karl Smith qualifies as an independent director, and unanimously supports his re-election; and
- 2.David (Yusuke) Sena and Eugene Williams are not independent Directors. The Board believes that Mr Sena and Mr Williams bring valuable experience appropriate to NZAI which would not otherwise be represented and unanimously support their re-election.

The Board recommends that shareholders vote in favour of resolutions 2, 3 and 4.

The candidates biographical information is set out below:



Karl Smith, CHAIRMAN, INDEPENDENT DIRECTOR:

Karl is a professional independent director who has over 40 years' extensive executive and governance experience. His current directorships include Hamilton Jet, FortHill Property Limited (Chair) and VetNZ Limited. Karl previously held directorships in Ports of Auckland, Lyttleton Port Company, Hall's Group Limited and the Crusaders Franchise Limited. Prior to becoming a professional director, Karl served as Chief Executive Officer of Gough Group Limited and previously held senior executive positions in PDL Holdings, Progressive Enterprises, Crane Group and Citibank N.A. Karl was appointed as Director and Chairman of NZAI in September 2020. Karl holds a Bachelor of Commerce from the University of Canterbury, is a graduate of the Advanced Management Program at Harvard Business School, is a Fellow of Chartered Accountants Australia and New Zealand and is a chartered member of the Institute of Directors.



David (Yusuke) Sena EXECUTIVE DIRECTOR, CO-FOUNDER:

David founded NZAI's operating subsidiary 2 Cheap Cars Limited (2CC) in 2011 with Eugene Williams. He is responsible for all procurement and supply chain aspects of 2CC including compliance, re-conditioning, and logistics. David was born in Japan and migrated to New Zealand in 1996. David has been influential in developing and maintaining relationships with vehicle suppliers. He has been a Director of NZAI since its inception.



Eugene Williams EXECUTIVE DIRECTOR, CO-FOUNDER:

Prior to founding 2CC in 2011 with David Sena, Eugene had been a successful business owner in the education and FMCG sectors. Eugene is responsible for sales and marketing and overall strategy of NZAI. He has been a Director of NZAI since its inception.

Note 4 – Voting by Proxy

Any shareholder who is entitled to vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A shareholder wishing to appoint a proxy should complete and return the Proxy Voting Form (enclosed with this Notice of Meeting) in the manner specified on the Proxy Voting Form so that the form is received by Computershare Investor Services Limited no later than 48 hours before the time for holding the Annual Meeting. A proxy need not be a shareholder of NZAI. The Chair of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chair will vote as directed on any resolutions, and intends to vote any discretionary proxies in accordance with the Board recommendations, being in favour of resolutions 1, 2, 3 and 4 (to the extent permitted by the NZX Listing Rules and NZAI's constitution).

To direct your proxy how to vote on the resolutions, you should tick the appropriate box on the Proxy Voting Form. If you appoint a proxy but do not tick one of the boxes in relation to a resolution, you will be deemed to have granted your proxy the discretion to cast your votes as he or she decides. In so doing you acknowledge that the proxy may exercise your right to vote even if he or she has an interest in the outcome of the resolutions (provided that interest does not disqualify him or her from voting under the NZX Listing Rules).

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit the Computershare Investor Centre at www.investorvote.co.nz.

You will require the meeting Control Number, your CSN and postcode as recorded on the register to securely access the website. The information that you require can be found on your voting proxy form. Follow the prompts to complete your proxy appointment and vote.

If you do not attend the Annual Meeting or appoint a proxy, then no vote will be exercised in respect of your shareholding.

Entitlement to Vote

All persons on NZAI's register of shareholders as the holders of shares at 5:00pm on 23 August 2021 will be entitled to vote on the resolutions at this Annual Meeting.

If you have appointed a proxy to attend the Annual Meeting in your place, you may still observe the Annual Meeting (but only your proxy may cast your votes).

Any corporation that is a shareholder may appoint a person as its representative to attend the Annual Meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. A corporation wishing to appoint a person must ensure that the representative brings an original of the notice appointing him or her to the meeting Computershare Investor Services Limited Private Bag 92119, Auckland 1142, at least 48 hours before the time for the holding of the Annual Meeting. If the notice of appointment is not delivered to Computershare Investor Services Limited prior to that meeting, the representative must bring to the meeting an original copy of the notice of appointment signed by the relevant company or body corporate.

Voting on all of the resolutions is to be by way of poll. No persons are restricted from voting on, or acting as a discretionary proxy in relation to, any of the resolutions referred to in this notice of Annual Meeting.

Note 5 - Livestream Contingency Plan

If Auckland is at COVID-19 Alert Level 1, the meeting will commence as planned at Ellerslie Event Centre. If Auckland is at COVID-19 Alert Level 2 or above, or the Board considers it appropriate in the circumstances, only virtual attendance will be available. A Link to the Livestream will be published on the NZAI website at <https://www.nzautomotiveinvestments.co.nz/agm/>

Results

Following the Annual Meeting, the results will be posted at www.nzautomotiveinvestments.co.nz and on www.NZX.com.