

# Notice of Annual Shareholder Meeting Solution Dynamics Limited (SDL)

Thursday 19 October 2023 commencing at 10.30am.

Notice is hereby given that the Annual Meeting of Solution Dynamics Limited is to be held as a hybrid meeting (virtual and in person) on Thursday 19 October 2023 commencing at 10.30am in the Company's offices, 18 Canaveral Drive, Albany, Auckland, and online at Computershare Meeting Platform <https://meetnow.global/nz>

Shareholders participating in the Annual Meeting virtually through Computershare's Virtual Meeting Services web will need their CSN or holder number which can be found on their Proxy Form or at the top of your email.

## Virtual Meeting

Details of how to participate virtually are provided in the accompanying Virtual Meeting Guide accompanying this notice. 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 your 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 and ask questions, by using their own computers or mobile devices.

Shareholders will still be able to cast a postal vote or appoint a proxy to vote for them as they otherwise would, by following the instructions on the Proxy Form and this Notice of Annual Shareholder Meeting.

Shareholders may submit questions to be considered at the Annual Meeting.

## Proxies and representatives

If you are unable to attend the Meeting online, you may appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on your behalf. The notice appointing a proxy or representative must be received by Computershare Investor Services Limited not later than 10.30am on Tuesday 17 October 2023 by any of the following means:

- Online: visit [www.investorvote.co.nz](http://www.investorvote.co.nz) and follow the instructions or, if you have a Smartphone, by scanning the QR code on the first page of the proxy form attached to this Notice of Meeting and following the prompts.
- Email: [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz) with "SDL Proxy" in the subject line
- Mail: Post your completed form to Computershare Investor Services Limited, Private Bag 92119 Victoria Street West, Auckland 1142.

## Business

The business of the meeting is:

- Chairman's and CEO's addresses.
- To receive and consider the annual report for the year ended 30 June 2023, together with the financial statements and auditor's report.

## Resolutions

To consider, and if thought fit, to pass, the following ordinary resolutions:

### Physical Address

18-24 Canaveral Drive, Rosedale  
Auckland 0632, New Zealand

### Postal Address

PO Box 301248, Albany  
Auckland 0752, New Zealand

### Contact

Phone: +64 9 970 7700  
Email: [info@solutiondynamics.com](mailto:info@solutiondynamics.com)

New Zealand ▪ United Kingdom ▪ United States of America

[www.solutiondynamics.com](http://www.solutiondynamics.com)

1. To re-elect Mr John McMahon, who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rule and in accordance with the Company's constitution, and being eligible, offers himself for re-election as a director. Please review Mr John McMahon's biography under Explanatory Note 1.
2. That the Board be authorised to fix the remuneration of Grant Thornton as the Company's auditors for the 2024 financial year. See Explanatory Note 2.

## General Business

To consider such other business as may lawfully be raised at the meeting.

## Procedural Notes

- **Ordinary resolutions:** Resolutions 1 and 2 must be passed by an ordinary resolution of shareholders (i.e., by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution at the Annual Meeting).
- **Persons entitled to vote:** The only persons entitled to exercise votes at the Annual Meeting will be those who are registered as shareholders at 5.00pm on Tuesday 17 October 2023, and only the shares registered in those shareholders' names at that time will carry a right to vote at the meeting. This does not limit the right of eligible shareholders to appoint a proxy (or, if they are a company, a corporate representative).
- **Proxies:**
  - All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead.
  - A proxy need not be a shareholder of the Company.
  - A Proxy Form is enclosed and to be effective must be lodged at the registered office of the Company at least 48 hours before the meeting is due to begin (i.e. by no later than 10.30am on Tuesday, 17 October 2023).
  - A proxy will vote as directed in the Proxy Form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions.
  - If you wish to appoint a director, as your proxy, the Company's chairman (John McMahon) is willing to act on your behalf. If the chairman is appointed as proxy and the voting is left to his discretion, the chairman intends to vote in favour of each of Resolutions 1 and 2.
- **Representatives:** A body corporate which is a shareholder may appoint a representative to attend the Annual Meeting on its behalf in the same manner as that in which it could appoint a proxy.
- **Shareholder questions:**
  - Shareholders attending the meeting virtually will be given the opportunity to raise questions. Please refer to the instructions in the attached Virtual Meeting Guide on how to ask a question. Shareholders may also submit written questions. During the meeting, the Board intends to answer as many of the most frequently asked questions as is reasonably practicable. The main themes will be aggregated and responded to at the Annual Meeting. Written questions should be sent by post to the Suzanne Watts, Company Secretary, Solution Dynamics Limited, PO Box 301248, Albany, Auckland 0752 or by email to [susiewa@solutiondynamics.com](mailto:susiewa@solutiondynamics.com) – with Annual Meeting Question in the subject line. Please also include your name and shareholder number.
  - SDL reserves the right not to address questions that, in the chairman's opinion are not reasonable in the context of an Annual Meeting, or any written question not received by the close of business on 17 October 2023.

Motions will not be allowed from the floor.

Regrettably, due to the international travel schedules of the chairman, this notice is being circulated in accordance with the timeframe in the Company's constitution but less than 20 working days in advance of the Annual Meeting. Providing less than 20 working days' notice is at odds with a recommendation in the NZX Corporate Governance Code. Consequently, this note will be reproduced when the Company next reports against the NZX Code (in the 2024 annual report).

## **Presentations**

The presentations from the Annual Meeting will be released to the NZX and published on the Company's website at <https://solutiondynamics.com/about/investor-center/>, or during, the Annual Meeting. A summary of the Annual Meeting and the results of voting will be released to the NZX as soon as practicable following the close of the Annual Meeting.

## **Explanatory Notes**

Explanatory notes in respect of the resolutions are set out overleaf.

**By Order of the Board of Directors**  
**Solution Dynamics Limited**  
**29 September 2023**

## Explanatory Notes

### Explanatory Note 1 – Re-Election of John McMahon

Under Listing Rule 2.7.1 of the NZX Listing Rules, and in accordance with the Company's constitution a director of an issuer must not hold office (without re-election) past the third annual meeting following the director's appointment or 3-years, whichever is longer. In this case, Mr John McMahon retires by rotation and being eligible, offers himself for re-election by shareholders at the Annual Meeting.

### Director's Biography – Mr John McMahon

John is chairman of the SDL Board. He has commercial experience in the publishing, transport and software industries and has been an equity analyst covering a range of sectors including telecommunications, media, gaming and transport. He was also Head of Equities for ABN AMRO and Managing Director of ASB Securities.

John holds a Bachelor of Commerce (Hons), an MBA, and is a Chartered Financial Analyst (CFA). He is a director (and Chair) of listed telecommunications solutions provider Vital Limited (formerly Teamtalk Limited), a director (and Chair of Audit Committee) of listed software as a service (SaaS) provider AoFrio Limited (formerly Wellington Drive Technologies Limited) and a director (and Chair) of NZX Limited. John is a non-independent director due to his association with Meta Capital Limited, the largest shareholder in Solution Dynamics. The Board believes that this association aligns his interests well with those of Solution Dynamics shareholders. The Board consider that John's broad analytical and commercial experience, including as a director of other NZX-listed companies, along with his understanding of the Company's products, markets and strategy mean that he is the right person to lead the Board.

John is a member of the Company's Audit & Risk Committee.

### Explanatory Note 2 – Auditor's Remuneration

Grant Thornton is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor for the 2024 financial year. The Board unanimously supports resolution 2 and recommends that shareholders vote in favour of it at the meeting.