



CDL INVESTMENTS NEW ZEALAND LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Annual Meeting of CDL Investments New Zealand Limited (“the Company” or “CDI”) will be held on Tuesday 24 May 2022 commencing at 10.00am (New Zealand time) at Copthorne Hotel Auckland City, 150 Anzac Avenue, Auckland and virtually via the online platform provided by CDI’s share registrar, Computershare Investor Services Limited, at <https://meetnow.global/nz>.

If you wish to attend the meeting in person, you will not require a vaccine pass to enter the premises. However, if there are any developments relating to COVID-related restrictions, regulations or practices that require changes to the meeting arrangements, which may include a decision to hold the meeting online only, we will update you via announcements to the NZX.

BUSINESS

Chairman’s Welcome and Introduction

Managing Director’s Review

Resolutions

1 To re-elect director

In accordance with the Company’s Constitution, **John HENDERSON**, retires by rotation and, being eligible, offers himself for re-election.

(See Explanatory Notes for more information and profile)

2 Auditor’s remuneration

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Board of Directors be authorised to fix the auditor’s fees and expenses”.

(See Explanatory Notes for more information)

General Business

By Order of the Board

Takeshi Ito
Vice President Legal & Company Secretary
26 April 2022

PROCEDURAL NOTES

Entitlement to vote

You are entitled to vote at the Annual Meeting if you have a shareholding at 5.00pm on Friday 20 May 2022 (New Zealand time).

There are no restrictions on any shareholder or group of shareholders to prevent them from exercising their vote on any of the resolutions being considered at the meeting.

Proxies and Corporate Representatives

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend (either in person or virtually) and vote on their behalf. A proxy need not be a shareholder of the Company. The appointment of a proxy or representative does not preclude a shareholder from attending the Annual Meeting and voting.

The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her to vote on their behalf. If you appoint the Chair of the meeting, or any other director, as your proxy and do not direct him or her how to vote in the proxy form, the Chair of the meeting, or that other director, will vote in favour of all of the resolutions set out in this Notice. To appoint the Chair of the meeting or another director as your proxy, enter 'the Chair' or the name of that other director you wish to appoint in the space allocated in 'Step 1' of the proxy form enclosed with this Notice. Alternatively, to appoint a proxy online (or in the case of a corporate shareholder, a representative), the shareholder must make that appointment online by visiting www.investorvote.co.nz. A shareholder will be taken to have signed the proxy form by lodging it in accordance with the instructions on the website.

If you do not name a person as your proxy but otherwise complete the proxy form in full, or you appoint a proxy but your named proxy does not attend the meeting (whether in person or virtually), the Chair of the meeting will be appointed your proxy. When acting as proxy in these circumstances, the Chair of the meeting will:

- vote in accordance with your express direction; and
- for any resolutions where you have selected "proxy discretion", vote in accordance with his or her discretion (subject to any applicable voting restrictions).

Proxy forms must be received by the Company's share registrar, Computershare Investor Services Limited (contact details for which are set out on the proxy form), by 10.00am on Sunday 22 May 2022 (New Zealand time). A proxy form is enclosed with this Notice.

All resolutions for consideration at the Annual Meeting are ordinary resolutions and must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

How to attend the meeting online

In addition to attending in person, shareholders can attend the meeting virtually through the Computershare meeting platform <https://meetnow.global/nz>.

To access the meeting, click 'Go' under the CDI meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide for more information.

You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible. If you have any questions, or need assistance with the online process, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (New Zealand time). Audio will stream through the 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 to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them, as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting. Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting. Shareholders will require their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

If you are attending the meeting in person

The Hotel has very limited car parking space on site and availability cannot be guaranteed. We recommend that shareholders consider parking at the Wilson Parking facility at 73 Anzac Avenue and walk to the Hotel or consider public transport. The stop numbers closest to the Hotel are 7144, 7145, 7146 and 7161.

EXPLANATORY NOTES

Resolution 1 –Re-election of director:

John HENDERSON

Mr. Henderson is an Independent Non-Executive Director of CDI and is a Member of the Audit Committee.

He is currently the Managing Director of John Henderson Resources Limited and an Independent Director of Te Hoiere Asset Holding Company Limited, Maara Moana Limited and Ding Bay Limited. In 2015, he was appointed by NZ Department of Conservation to the Waipu Cove Reserve Board and was elected Board Chair. Previously, Mr. Henderson had a 28 year career with the Starwood Hotels and Resorts Group holding various senior corporate management positions across Asia Pacific, Europe, and North America.

The Board has determined that Mr. Henderson is an Independent Director as defined under the NZX Listing Rules.

The Board unanimously recommends shareholders vote in favour of the re-election of Mr. Henderson.

Resolution 2 –Auditor’s remuneration:

KPMG is the existing Auditor of the Company. KPMG is automatically reappointed as Auditor under section 207T of the Companies Act 1993. Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such manner as the Company determines at the Annual Meeting. The Board recommends that, consistent with usual practice, the auditor’s fees and expenses be fixed by the Directors.

The Board unanimously recommends shareholders vote in favour of this resolution.