

GREENFERN INDUSTRIES LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS 2024

Greenfern Industries Limited (**GFI** or the **Company**) hereby gives you notice that the annual meeting of shareholders of the Company (the **Meeting**) will be held at 3 p.m. on 24 September 2024 at HQ 125, 125 Queen Street, Auckland CBD, Auckland 1010.

AGENDA

A. Chairman's address and Managing Director's address

Chairman, Marvin Yee, and Chief Executive, Elizabeth Plant, will provide an overview of the Company's performance for the year ended 31 March 2024 and the trading performance and strategy for the current financial year. There will be an opportunity for Shareholders to ask questions after the addresses.

B. Consideration and Discussion of the Annual report.

C. Resolution

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

Resolution 1 – Auditor fees and expenses

"That the directors of the Company be authorised to fix the fees and expenses of the Company's auditor."

Resolution 2 – Re-election of Simon McArley

"That Simon McArley who retires by rotation and is eligible for re-election, be elected as a director of the Company."

D. General business and Shareholder discussion

To consider any other matters that may be brought properly before the Meeting.

By order of the Board

Date: 5th September 2024

Marvin Yee
Chairman, Greenfern Industries Limited

Ends

This Notice of Meeting is an important document and requires your immediate attention. It should be read in its entirety. It has been prepared to advise you of the forthcoming Meeting and to assist you in understanding the Resolutions to be put to Shareholders for consideration at the Meeting. The Directors encourage you to read this Notice of Meeting and exercise your right to vote.

If you do not understand any part of this document or are in doubt as to how to deal with it, you should consult your broker or other professional adviser as soon as possible.

Please call Marvin Yee at Greenfern Industries Limited on +64 27 255 3288 if you have any queries about the Resolutions or this Notice of Meeting.

PROCEDURAL NOTES AND IMPORTANT INFORMATION

Explanatory Notes

Explanatory notes for the Resolutions are set out on page 3 of this Notice of Meeting. A

Glossary of terms used throughout this Notice of Meeting is included in Appendix.

Proxies

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting. A proxy does not need to be a shareholder of the Company. If you appoint a proxy, you may either direct your proxy how to vote for you on some or all resolutions or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, then the proxy will vote or abstain from voting as he or she sees fit.

If, in appointing a proxy, you do not name a person as your proxy but otherwise complete the proxy form in full, or your named proxy does not attend the Meeting, the Chairman of the Meeting will act as your proxy and may only vote in accordance with your express direction.

The Chairman of the Meeting (who will be Marvin Yee and, in his absence, another Director) is willing to act as proxy for any shareholder who wishes to appoint him. To appoint the Chairman, simply enter "The Chairman of the Meeting" in the space allocated in 'Step 1' of your proxy form.

If the Chairman of the Meeting is appointed as a proxy and you have given your proxy discretion to vote as he sees fit, the Chairman of the Meeting will vote in favour of all Resolutions.

Shareholders can elect to submit their proxies online or return their form to our Share Registrar, Computershare Investor Services Limited.

To appoint your proxy and vote online, please visit www.investorvote.co.nz. Follow the prompts to complete your proxy appointment and vote.

If you wish to email or mail the proxy form, please send it to our Share Registrar, Computershare Investor Services Limited, at:

corporateactions@computershare.co.nz

Computershare Investor Services Limited Private

Bag 92119

Auckland 1142

New Zealand

The completed proxy form must be received by our Share Registrar no later than 3:00 p.m. on 22 September 2024 (being 48 hours before the Meeting). Any proxy form received after that time will not be valid for the Meeting.

Ordinary Resolutions

All Resolutions are ordinary resolutions. An ordinary resolution is a resolution that is approved by a simple majority of the votes of those Shareholders that are entitled to vote and voting on the resolution.

Voting Restrictions

All shareholders are entitled to vote on all resolutions and no shareholder is subject to voting restrictions.

Voting

Voting entitlements for the Meeting will be determined as at 3:00 p.m. (New Zealand time) on 22 September 2024. Registered Shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares in the Company registered in those Shareholders' names at that time may be voted at the Meeting.

The Chairman of the Meeting will require voting at the Meeting to be conducted by poll as required by the Listing Rules.

More information

If you have any questions, or for more information, please contact Marvin Yee at Greenfern Industries Limited on +64 27 255 3288.

EXPLANATORY NOTES

Annual report:

1. The meeting will receive, consider and discuss the Annual Report of Greenfern Industries Limited for the year ended 31 March 2024, including the financial statements for that year and the Directors' and auditor's reports to the Shareholders.

Resolution 1 – Auditor fees and expenses

2. Section 207S of the Companies Act provides that, if the auditor is appointed at a meeting of the Company (expressly by resolution or by automatically by operation of section 207T of the Companies Act), the fees and expenses of the auditor must be fixed by the Company at the Meeting or in the manner that the Company determines at the Meeting. Resolution 1 accordingly authorises the Directors to fix the fees and expenses of the auditor for the financial year ending 31 March 2025.

Resolution 2 – Re-election of Simon McArley

3. Simon McArley was elected as a director of Greenfern on 2 August 2021, prior to Listing. In accordance with the NZX Listing Rules, Simon retires by rotation at the Meeting but, being eligible, offers himself for re-election as a Director at the Meeting. The Board unanimously supports Simon's re-election and considers him to be an independent Director.

Simon McArley Independent, non-Executive Director

Simon graduated from Victoria University, Wellington in 1984 with an LLB (Hons). Simon is a lawyer by training who specialises in corporate governance and risk.

After almost 20 years in private practice with Kensington Swan, specialising in banking and securities law, Simon took up regulatory positions with NZX as acting Head of Regulation and the (then) Securities Commission as acting Director Primary Markets. Simon went on to join the Serious Fraud Office (SFO) as General Manager Capital Markets and Corporate Fraud in 2011 where he had responsibility for the successful investigation and prosecution of finance sector fraud uncovered by the GFC. After 12 months as acting Director of the CFO, Simon left the SFO in 2013 and has since been consulting with government and private sector entities on governance and risk management issues. Simon has also held governance positions with commercial and not for profit entities. Simon is a member of the New Zealand Law Society. Simon is also a keen sailor and has extensive coastal and blue water experience.

APPENDIX - GLOSSARY

Board means the board of directors of the Company.

Companies Act means the Companies Act 1993.

Directors means the directors of the Company.

Listing means the listing and quotation of the Company's ordinary shares on the NZX Main Board.

Listing Rules means the NZX Listing Rules dated 24 July 2024.