

# **CSM GROUP LIMITED**

## **Notice of the 2019 Annual Meeting**

**To be held at Building 902, Room B902.323, Newmarket Campus, University of Auckland, Gate 3,  
312 Khyber Pass Road, Newmarket Auckland on Wednesday, 11 December 2019 at 11.00 am.**

Notice is hereby given that the 2019 Annual Meeting of the shareholders of CSM Group Limited (CSM or the **Company**) will be held at Building 902, Room B902.323, Newmarket Campus, University of Auckland, on Wednesday, 11 December 2019 at 11.00 am.

### **PROXY FORM**

Accompanying this document is a proxy form to enable shareholders to vote on the resolutions either by:

- attending the Annual Meeting; or
- appointing a proxy to vote on their behalf at the Annual Meeting.

Shareholders are urged to complete and return the proxy form as soon as possible if they do not plan to attend the Annual Meeting. A shareholder wishing to appoint a proxy should complete the enclosed proxy form and send it to the Share Registrar for CSM, the details of which are provided elsewhere in this Notice of Meeting.

The completed proxy form must be received no later than 48 hours before the meeting is due to begin, in accordance with the instructions in the notes to the proxy form accompanying this Notice.

A shareholder may, if he/she/it wishes, appoint the Chairman of the Annual Meeting as proxy, as described further in the procedural notes to the resolutions.

The Chairman intends to vote any discretionary proxies in favour of all of the resolutions.

## **BUSINESS OF THE ANNUAL MEETING**

### ***Resolution 1 – Re-election of Mr Sean Joyce as a Director – Ordinary Resolution***

Mr Sean Joyce retires in accordance with the provisions of the Constitution of the Company and, being eligible, offers himself for re-election. Accordingly, the shareholders of CSM Group Limited are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr Sean Joyce be re- elected as a director of CSM Group Limited.*

### ***Resolution 2 – Re-election of Mr Roger Gower as a Director – Ordinary Resolution***

Mr Roger Gower retires in accordance with the provisions of the Constitution of the Company and, being eligible, offers himself for re-election. Accordingly, the shareholders of CSM Group Limited are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr Roger Gower be re- elected as a director of CSM Group Limited.*

### ***Resolution 3 – Re-appointment and Remuneration of Auditors – Ordinary Resolution***

The shareholders of CSM Group Limited are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That the Board are authorised to fix the remuneration of the Company’s auditors, PricewaterhouseCoopers, for the forthcoming financial year ending.”*

### ***Resolution 4 – Election of Mr Timothy Preston as a Director – Ordinary Resolution***

The shareholders of CSM Group Limited are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr Timothy Preston be elected as a director of CSM Group Limited.*

Please refer to the Explanatory Notes accompanying this resolution for further information regarding Mr Preston.

## **PROCEDURAL NOTES**

1. All of the resolutions are ordinary resolutions. An ordinary resolution is required to be passed by a majority of 50% or more of the votes of those shareholders entitled to vote and voting on that resolution.
2. The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who were shareholders at 5.00 pm on Tuesday, 10 December 2019, and only the shares registered in those shareholders’ names may be voted at the Annual Meeting, subject to the restrictions on voting set out below.
3. The accompanying proxy form should be used to appoint a proxy to vote if a shareholder cannot attend the Annual Meeting in person. Shareholders can participate by proxy or by casting their vote in person at the Annual Meeting.
4. Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote in his / her / its place. A shareholder wishing to appoint a proxy should complete the enclosed proxy form and send it to the office of the Company’s Share Registrar, Link Market Services Limited in accordance with the requirements contained in the accompanying Proxy Form. The completed proxy form must be received no later than 48 hours before the meeting is due to begin, in accordance with the instructions in the notes to the proxy form accompanying this Notice. The form allows shareholders to determine whether the proxy votes at the proxy’s discretion or votes in accordance with the shareholder’s wishes. If the form is returned without a

direction as to how the proxy shall vote on any particular resolution, then the proxy will exercise his or her discretion as to whether to vote and if so, how.

5. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Annual Meeting to act as his / her / its proxy, or another person. The Chairman has advised that it is his intention to vote undirected proxies received by him in favour of resolutions 1, 3 and 4. The Chairman is not permitted to vote undirected proxies in favour of resolution 2 given he is interested in that resolution.
6. All joint shareholders must sign the proxy form. If the person appointing a proxy is a corporation, the proxy must be signed for and on behalf of that corporation by two directors or otherwise in accordance with the constitution of that corporation. If the proxy form is signed by an attorney, the attorney must have been authorised in writing.

By Order of the Board of Directors



**Roger Gower**  
**Chairman of Directors**

#### **EXPLANATORY NOTES**

##### **Nature of Resolutions**

The resolutions which are to be considered at the Meeting comprise four ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

Set out below is further information on the resolution 4 to be proposed at this Meeting.

#### **RESOLUTION 4: ELECTION OF MR TIMOTHY (TIM) PRESTON AS A DIRECTOR**

Mr Preston has been nominated to act as a director of the Company, and shareholders are being asked to consider, and if thought appropriate, appoint Mr Preston as a director of the Company.

A brief biography for Mr Preston is provided below:

Mr Preston is a professional director and former stock broker who has held senior and executes roles at several large New Zealand investment firms and brokerages.

He has over 37 years experience as an analyst, advisor, sharebroker and director.

He started broking in Christchurch in 1980 and became a partner in a private brokerage firm there in 1986. He then took up a role as Managing Director of ANZ McCaughan in Auckland in the early 1990's and in 1999, joined ASB Bank to set up and establish its highly successful internet broking firm.

He was Managing Director of ASB Securities since its inception until 2007 and was an NZX Full Individual Member for 20 years.

Tim was a Foundation NZX Broker, a founding member of NZX Discipline, a founding member of the Securities Industry Association, is a Certified Finance and Investment Professional, a certified member of INFINZ. Tim is a Chartered Member of the Institute of Directors.

Tim is an executive director of CM Partners Limited, an Auckland based capital markets advisory firm specialising in helping small to medium companies access capital to grow.

Tim's particular skills at a board level centre around best practice governance, with a particular focus on diversity and sustainability, capital raising and capital structuring, and a deep knowledge of the listed capital markets in New Zealand.

The Board considers that Mr Preston, if elected, would be a non-independent director for the purposes of the NZX Main Board Listing Rules.