

2021

NOTICE OF MEETING



HALLENSTEIN
GLASSON HOLDINGS LIMITED

NOTICE OF MEETING

Notice is given that the Annual Meeting of Shareholders of Hallenstein Glasson Holdings Limited (HGHL or the Company) will be held at Rydges Latimer, 30 Latimer Square, Christchurch, and online at <https://meetnow.global/nz> on Tuesday 21 December 2021 at 10:00 am. The shareholders are invited to join the Directors for morning tea at 9:30am prior to the meeting.

COVID-19 IMPLICATIONS

The Company is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to the health & safety of our stakeholders and people, depending on the COVID-19 alert levels on or ahead of the date of the Annual Meeting, the Company may elect to hold this Annual Meeting as an online meeting only. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and on the Company's website including providing details of how to participate in an online meeting.

AGENDA

GENERAL BUSINESS

- 1. Chairman's Address**
- 2. Chief Executive Officer's Address**
- 3. Annual Report**

To receive the Annual Report, the financial statements and the Auditors' Report for the financial year ended 1 August 2021.

4. Director Elections

To consider, and if thought fit, to elect as a Director of the Company (by ordinary resolution of the shareholders) James Glasson, who was appointed by the Board in April 2021:

Resolution 4.1: To elect James Glasson as a Director

To consider, and if thought fit, to re-elect as Directors of the Company (each by ordinary resolution of the shareholders) the following persons, who retire in accordance with the NZX Listing Rules and the Company's constitution and offer themselves for re-election:

Resolution 4.2: To re-elect Warren Bell as a Director

Resolution 4.3: To re-elect Graeme Popplewell as a Director

Resolution 4.4: To re-elect Mary Devine as a Director

As at the date of the notice the Board considers Mr. Popplewell to be an Independent Director for the purpose of the NZX Listing Rules, and that Mr. Bell and Ms. Devine are not Independent Directors for those purposes. Mr. James Glasson is considered an Executive Director for the purpose of the NZX Listing Rules.

See the explanatory notes.

5. Auditors

To record the reappointment of PricewaterhouseCoopers as Auditors of the Company pursuant to section 207T of the Companies Act 1993, and authorise the Directors to fix the remuneration of the Auditors for the ensuing year.

RESOLUTIONS

The resolutions in items 4 and 5 above require approval by way of an ordinary resolution of shareholders. An ordinary resolution is a resolution passed by a simple majority (i.e. over 50% of the votes of shareholders of the Company entitled to vote and voting).

ADDRESSES BY CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Please note that for shareholders who are unable to attend the meeting, a transcript of the Chairman's and Chief Executive Officer's addresses to the meeting (and any accompanying slide presentations) will be posted on the Company's website at www.hallensteinglasson.co.nz and released to NZX's market announcement platform at the same time or before they are delivered to the meeting.

PROXIES

- Any shareholder of the Company entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote in the place of that shareholder. A proxy need not be a shareholder of the Company.
- A proxy granted by a company must be executed by a duly authorised officer or attorney of that company.
- Enclosed with this Notice of Meeting is a proxy form. To be valid, the proxy form must be returned duly completed to Computershare Investor Services Ltd, Private Bag 92119, Auckland 1142, so it is received no later than 10.00 am on 19 December 2021.
- Each of the Directors of the Company listed below offers themselves as a proxy to shareholders:
Chairperson - W J Bell
T C Glasson
M J Ford
K Bycroft
G Popplewell
M Devine
S Vincent
J Glasson
- 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.

EXPLANATORY NOTES

AGENDA ITEM 4 – DIRECTOR ELECTIONS

NZX Listing Rule 2.7.1 require that any director appointed by the Board must retire from office at the next annual meeting but is eligible to seek election.

Executive Director James Glasson retires in accordance with this requirement and offers himself for election.

James Glasson

Appointed: 29 April 2021

James joined Glassons Australia in 2013, after completing a Master of Arts; Fashion Retail at the London College of Fashion (University of Arts). Taking on various roles within the business over the last 8 years, including Brand Manager, General Manager, Acting National Retail Manager, James was appointed to CEO of Glassons Australia in October 2017.

Under NZX Listing Rule 2.7.1 a director must not hold office past the later of three years and the third annual meeting after their appointment without being re-elected by shareholders.

Directors Warren Bell, Graeme Popplewell and Mary Devine retire in accordance with these requirements and, being eligible, offer themselves for re-election.

Warren Bell

Appointed: December 1986

Last re-elected: 12 December 2018

Warren Bell is a non-executive Director and is the Chairperson of the Board. He was appointed to the Board in December 1986. Mr Bell holds appointments on a number of boards of both public and private companies and is a professional director.

Graeme Popplewell

Appointed: March 1985

Last re-elected: 12 December 2018

Graeme Popplewell is an independent non-executive Director. He was appointed to the Board in March 1985. Mr Popplewell has a wealth of experience in finance and retail previously holding the CFO and CEO roles within the business for a number of years.

Mary Devine

Appointed: 21 June 2018

Last re-elected: 12 December 2018

Mary Devine is a non-executive Director. She was appointed to the Board in June 2018 and was the Managing Director for the Group from April 2019 to March 2021. Mary has extensive executive experience with specific expertise in strategy, transformation and multi-channel retailing. She has also had a distinguished career with previous directorships on a number of significant New Zealand Companies.

The board unanimously supports the election of James Glasson and the re-election of Warren Bell, Graeme Popplewell and Mary Devine.



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