



2020

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, on **Wednesday 9 December 2020 at 10:00 am**.

The shareholders are invited to join the Directors for morning tea at 9:30am prior to the meeting.

AGENDA

GENERAL BUSINESS

- 1. Chairman's Address**
- 2. Managing Director's Address**
- 3. Annual Report**

To receive the Annual Report, the financial statements and the Auditors' Report for the financial year ended 1 August 2020.

4. Director Elections

To consider, and if thought fit, to elect as a Director of the Company (by ordinary resolution of the shareholders) Sandi Vincent, who was appointed by the Board in October 2020:

Resolution 4.1: To elect Sandi Vincent 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 Timothy Glasson as a Director

Resolution 4.3: To re-elect Karen Bycroft as a Director

As at the date of the notice the Board considers Ms. Vincent and Ms. Bycroft to be Independent Directors for the "purpose of the NZX Listing Rules and that Mr. Glasson is not an Independent Director for those purposes.

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 MANAGING DIRECTOR

Please note that for shareholders who are unable to attend the meeting, a transcript of the Chairman's and Managing Director'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 10.00am on 7 December 2020.
- Each of the Directors of the Company listed below offers themselves as a proxy to shareholders:
Chairman - W J Bell
M J Donovan
T C Glasson
M J Ford
K Bycroft
G Popplewell
M Devine
- 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.

Director Sandi Vincent retires in accordance with this requirement and offers herself for election.

Sandi Vincent

Appointed: 9 October 2020

Sandi has worked in the New Zealand wholesale and retail fashion industry for over 35 years and is currently Owner and Managing Director of Harpers Fashions Ltd trading as Hartleys. Hartleys is a privately owned New Zealand company with 24 retail stores. Sandi is passionate about fashion retail and providing customers with on trend quality garments. She has international buying experience, working with key designers on branded product and the global sourcing of product.

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 Karen Bycroft and Tim Glasson retire in accordance with these requirements and, being eligible, offer themselves for re-election

Karen Bycroft

Appointed: 17 November 2014

Last elected: 13 December 2017

Karen is a Melbourne based retail consultant and executive coach who brings a deep and practical understanding of retailing with 20 years of corporate experience gained within a number of organisations in the UK and Australia.

She has held senior leadership roles in a number of high profile UK brands including Interim Director of Marketing at Marks and Spencer, Marketing Director at Adams Childrenswear, Head of Marketing at Woolworths, and Marketing Manager at Sears Menswear.

Karen combines her retail business knowledge with considerable experience in education. She has lectured in Retailing at Oxford Brookes Business School (UK) and is also an Associate at Melbourne Business School where she facilitates and coaches on Leadership Programs and the Executive MBA.

Tim Glasson

Appointed: November 1985

Last elected: 13 December 2017

Tim is the Founder of Glassons womenswear retail chain and was appointed to the Board in 1985 on the merger of Glassons with Hallenstein Brothers, he has a wealth of experience in retail previously holding the CEO role within the business for a number of years.

The board unanimously supports the election of Sandi Vincent and the re-election of Karen Bycroft and Tim Glasson.

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BROTHERS

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