

NOTICE OF MEETING

2022

**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 Thursday 15 December 2022 at 10:00 am.

Please refer to the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz for further information on how to participate online.

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. 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 2022.

4. Director Elections

To consider, and if thought fit, to elect as a Director of the Company (by ordinary resolution of the shareholders) Joanne Appleyard, who was appointed by the Board in November 2022:

Resolution 4.1: To elect Joanne Appleyard as a Director

As at the date of the notice the Board considers Ms. Appleyard to be an Independent Director for the purpose of the NZX Listing Rules.

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

Resolution 4.2: To re-elect Malcolm Ford as a Director

As at the date of the notice the Board considers Mr. Ford to be an Independent 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 13 December 2022.
- 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
S Vincent
J Glasson
J Appleyard
- 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.

Independent Non-Executive Director Joanne Appleyard retires in accordance with this requirement and offers herself for election.

Joanne Appleyard

Appointed: 10 November 2022

Joanne is a partner at Chapman Tripp and is a well regarded senior practitioner with over 30 years' experience. Joanne specialises in employment law, retail and commercial property, civil litigation and in providing strategic advice on a full range of environmental, employment & dispute resolution and resource management issues. Joanne was a member of the NZ Markets Disciplinary Tribunal between 2011 and 2020.

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.

Director Malcolm Ford retires in accordance with these requirements and, being eligible, offer themselves for re-election.

Malcolm Ford

Appointed: June 2010

Last re-elected: 11 December 2019

Malcolm Ford is an independent non-executive Director. He was appointed to the Board in June 2010. Mr Ford's background includes 20 years' experience in direct sourcing particularly in Asia. Mr Ford also has experience in brand management across wholesale and retail markets.

The board unanimously supports the election of Joanne Appleyard and the re-election of Malcolm Ford.

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