

# GOODWOOD CAPITAL LIMITED

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Goodwood Capital Limited (the "Company") will be held on Tuesday, 28 September 2021 commencing at 3 pm.

Due to COVID-19 constraints in Auckland, shareholders who wish to attend can only participate by way of Zoom attendance. The format allows all shareholders to attend without the need to travel and it also negates any potential issues that may arise as a result of COVID-19.

### VIRTUAL SHAREHOLDER MEETING

To participate in the meeting online please use the following link to GWC's virtual meeting Zoom platform:

<https://us02web.zoom.us/j/82611280332?pwd=ME9ZRWEwaXdra1B5clJOazFCdXRZZz09>

Meeting ID: 826 1128 0332

Passcode: 533754

Shareholders are advised to vote via their proxy form before the meeting.

### BUSINESS OF THE MEETING

#### 1. *Remuneration of Auditors – Ordinary resolution*

*To authorise the Board to fix the remuneration of the Company's auditors for the forthcoming year.*

### NOTES

#### 1. PROXIES

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company.

A proxy form is enclosed and to be effective must be lodged with the Company's Share Registrar, Link Market Services Limited ("Link") by either mailing it to Link at PO Box 91976, Victoria Street West, Auckland 1142, or by emailing an executed copy of the proxy form to Link at [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com), in accordance with the instructions in the Notes to the Proxy Form accompanying this Notice within at least 48 hours before the meeting is due to begin (ie before 3 pm Sunday 26 September 2021).

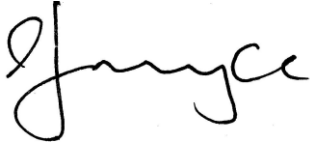
If you wish to appoint the Chairman as your proxy, Mr Sean Joyce (Chairman of GWC) is willing to act on your behalf.

If you return this Proxy Form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

## **2. VOTING RESTRICTIONS**

There are no voting restrictions.

By Order of the Board of Directors



**Sean Joyce**  
**CHAIRMAN**

## **EXPLANATORY NOTES**

### **NZX Listing Rules (“Listing Rules”) and Companies Act 1993 (“Act”)**

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

### **Nature of Resolutions**

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

### **RESOLUTION 1 – REMUNERATION OF AUDITORS – ORDINARY RESOLUTION**

Baker Tilly Staples Rodway is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.