



Notice of Annual Meeting of Shareholders

The Annual meeting of Shareholders of AWF Madison Group Limited will be held at the Northern Club, 19 Princes Street, Auckland on 25 July 2018 at 10 am (NZtime).

Items of Business:

1. Chairman's Introduction.
2. To note the consolidated financial statements for the year ended 31st March 2018.
3. To note the fully imputed final dividend of 8.2 cents paid on 10 July 2018; and the introduction of the Dividend Reinvestment Plan.
4. CEO's Report and Update.
5. Resolutions:

- Director Elections (Ordinary Resolutions)

In accordance with Listing Rule 3.3.6 **Nick Simcock**, who was appointed to the Board by the Directors with effect from 1 January 2018, is required to retire from office at this meeting. He offers himself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:

- 1 Re-elect Nick Simcock as a director.

In accordance with clause 26 of the Company's constitution **Julia Hoare** retires as a Director by Rotation and being eligible offers herself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:

- 2 Re-elect Julia Hoare as a Director.

In accordance with clause 26 of the Company's constitution **Ross Keenan** retires as a Director by Rotation and being eligible offers himself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:

- 3 Re-elect Ross Keenan as a Director.

- Auditors' Fees (Ordinary Resolution)

- 4 Authorise the Directors to fix the fees of the auditors for the year.

6. To note that Auditors Deloitte are appointed pursuant to Section 200 of the Companies Act 1993.
7. To note that the Directors anticipate issuing Restricted Shares to key staff pursuant to the Staff Share Incentive Scheme (2018 Restricted Share Scheme) and may redeem and cancel existing shares issued under the 2014 and 2016 Schemes, if staff holding shares resign from the Group during the year.
8. General Business

Voting by Proxy

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote



on that shareholder's behalf. A proxy need not be a shareholder of the Company. To appoint a proxy, a shareholder should complete and sign the proxy form included with the notice of meeting, return it to the office of the Company's Share Registrar. Alternatively, proxy votes can be lodged online by viewing the Link Market Services website: <https://investorcentre.linkmarketservices.co.nz/voting/AWF>. You will be required to enter your CSN/Holder number and Authorisation Code (FIN) to securely access the website, and then follow the prompts to appoint your proxy and exercise your vote.

For a proxy form to be valid, it must be received (either by post or online, as outlined above) no later than 10am (NZ time) on Monday 23 July 2018. If the form is sent by post, it must be received by that time at the offices of the Company's Share Registrar, Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142 or Deloitte Centre, Level 11, 80 Queen Street, Auckland, New Zealand.

We hope that you are able to attend the meeting.

A handwritten signature in black ink, appearing to read 'Ross Keenan', is written over a horizontal line.

Ross Keenan
Chairman
10 July 2018