

## NOTICE OF 2018 ANNUAL MEETING

### DEAR SHAREHOLDER

We invite you to join us for the Annual Meeting of Shareholders of Metro Performance Glass Limited<sup>1</sup> (the Company), to be held at:

### LOCATION:

Ellerslie Events Centre, Pakuranga Hunt Room, 80 Ascot Avenue, Auckland

### DATE AND TIME:

Friday 24 August 2018 at 10:00am (NZST)

1 Metro Performance Glass Limited ARBN 600 486 646, a company incorporated in New Zealand under the Companies Act 1993 (NZ).

## BUSINESS AND AGENDA OF THE MEETING

- **CHAIR'S ADDRESS**
- **CHIEF FINANCIAL OFFICER'S ADDRESS**
- **GENERAL BUSINESS AND SHAREHOLDER QUESTIONS**

Consideration of any shareholder questions submitted prior to the Annual Meeting (to the extent these questions have not already been addressed in the Chair or Chief Financial Officer's addresses) and shareholder questions raised at the meeting.

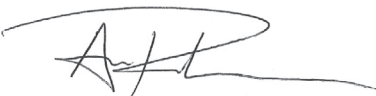
- **ORDINARY RESOLUTIONS**

The business of the meeting is to consider and, if thought appropriate, pass the following ordinary resolutions (which require a simple majority of the votes of those shareholders entitled to vote and voting):

1. That the Board be authorised to fix the fees and expenses of PwC as Auditor for the ensuing year.
2. That Gordon Buswell, who retires by rotation and is eligible for re-election, be elected as a Director of Metro Performance Glass Limited.
3. That Russell Chenu, who retires by rotation and is eligible for re-election, be elected as a Director of Metro Performance Glass Limited.
4. That Rhys Jones (appointed by the Board as a Director effective 1 April 2018), who retires and is eligible for election, be elected as a Director of Metro Performance Glass Limited.

Further information relating to these resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

On behalf of the Board

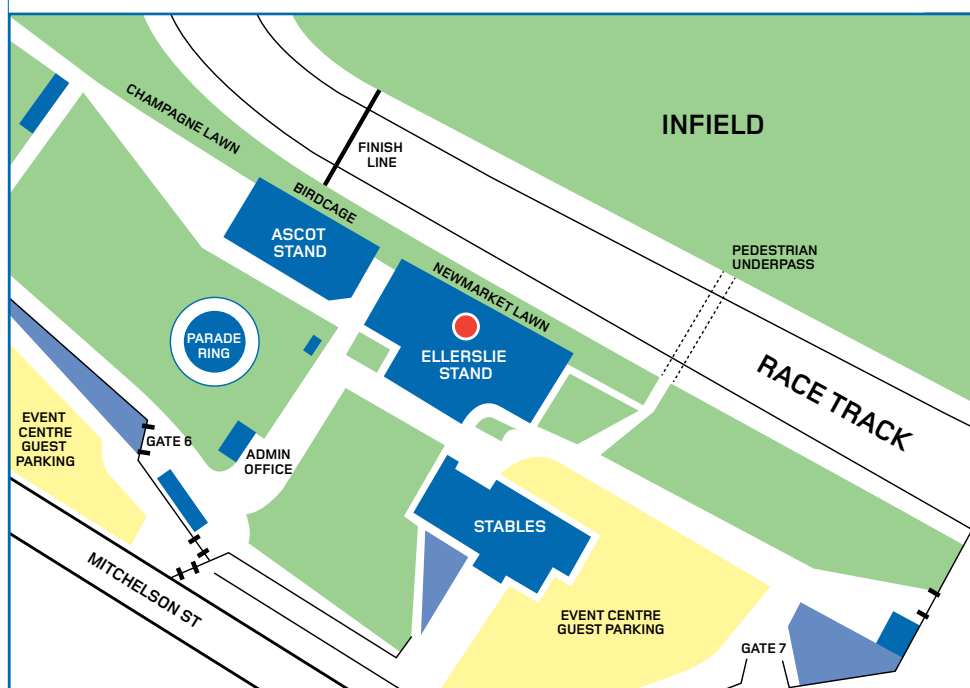
A handwritten signature in black ink, appearing to be 'A. Paterson', written over a horizontal line.

**ANDREW PATERSON**  
COMPANY SECRETARY, 24 JULY 2018

# EXPLANATORY NOTES

## LOCATION AND PARKING

The Meeting will be held in the Pakuranga Hunt Room at Ellerslie Events Centre, 80 Ascot Avenue, Auckland. The Pakuranga Hunt Room is located on level two of the Ellerslie Stand. Public parking is available free of charge at the venue, with the best options shown in yellow on the map below.



Additional information on getting to the venue and parking is available at the website links below:

### GETTING TO THE VENUE:

[www.eventcentre.ellerslie.co.nz/getting-to-ellerslie-event-centre](http://www.eventcentre.ellerslie.co.nz/getting-to-ellerslie-event-centre)

### FREE ON-SITE PARKING:

[www.eventcentre.ellerslie.co.nz/parking](http://www.eventcentre.ellerslie.co.nz/parking)

● Pakuranga Hunt Room, Level Two, Ellerslie Stand

## ORDINARY RESOLUTIONS

The business of the Meeting is to vote on the ordinary resolutions as set out in this Notice of Meeting. An ordinary resolution is a resolution that must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

### ORDINARY RESOLUTION 1: AUDITOR FEES AND EXPENSES

PwC are currently Metro Performance Glass Limited's auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of PwC as auditor.

## ORDINARY RESOLUTIONS 2, 3 AND 4: ELECTION OF DIRECTORS

Under Listing Rule 3.3.11 of the NZX Main Board Listing Rules, and in accordance with the Company's Constitution, one third of the Company's Directors (or, if their number is not a multiple of three, then the number nearest to one third) must retire from office at the Annual Shareholders' Meeting, but those Directors are eligible for re-election at that meeting.

Gordon Buswell and Russell Chenu, being the Directors who have been longest in office since they were last appointed, retire by rotation, and each of Gordon Buswell and Russell Chenu, being eligible, offer themselves for re-election.

Rhys Jones was appointed as a Director by the Board during the year and accordingly retires from office. Rhys Jones, being eligible, offers himself for election.

All directors standing for election do so with the support of the Board and are considered by the Board to be independent Directors. Biographical backgrounds of each of the three directors are set out on the following page.



#### **GORDON BUSWELL**

**INDEPENDENT, NON-EXECUTIVE DIRECTOR  
MEMBER OF THE PEOPLE AND CULTURE COMMITTEE**

Gordon has more than 25 years' experience in the building and construction industry. He currently holds a number of industry-associated directorships, including the Building Industry Federation, Platinum Homes Limited, Construction Strategy Group and the Registered Master Builders Association of New Zealand. He is also a Chartered member of the New Zealand Institute of Directors.

Prior to moving into governance roles, Gordon was the Chief Executive Officer of Independent Timber Merchants (ITM) for 13 years and also spent 12 years with Carter Holt Harvey.

Gordon holds a Bachelor of Commerce from the University of Auckland.



#### **RUSSELL CHENU**

**INDEPENDENT, NON-EXECUTIVE DIRECTOR  
MEMBER OF THE AUDIT AND RISK COMMITTEE**

Russell has significant experience in the corporate sector with more than 23 years in senior management roles. He has considerable expertise in senior finance related roles, including with building products companies.

Russell is currently an independent director and the Chair of the Audit and Risk Committee of ASX-listed businesses CIMIC Group Limited and Reliance Worldwide Corporation Limited. He is also a director of James Hardie Industries plc, following a 23-year career with the company, holding various management and executive positions in a number of countries, including most recently serving as group Chief Financial Officer from 2004 to 2013.

Before this role, Russell served as Chief Financial Officer for several ASX-listed companies (TAB, Delta Gold, Australian National Industries and Pancontinental Mining) and Mighty River Power. He was also previously Treasurer of Pioneer International.

Russell has a Bachelor of Commerce from The University of Melbourne, an MBA from Macquarie Graduate School of Management and is a Member of the Society of Certified Practising Accountants (Australia).



#### **RHYS JONES**

**INDEPENDENT, NON-EXECUTIVE DIRECTOR  
MEMBER OF THE PEOPLE AND CULTURE COMMITTEE**

Rhys has had a thirty year career working in the Australasian building material and packaging industries. Rhys is currently the Executive Director and Chair of the Executive Board of Vulcan Steel Limited, a large privately owned Trans-Tasman steel distributor with over thirty business units across Australasia. He is also a director of Tru Test Corporation Limited.

Prior to joining Vulcan Steel in 2006, he has held senior roles in particular with Carter Holt Harvey Ltd and Fletcher Challenge, including Chief Operating Officer of the Pulp, Paper, and Packaging business of Carter Holt Harvey.

Rhys holds a Master of Business Studies from Massey University and a Bachelor of Science from the Victoria University.

## SHAREHOLDER QUESTIONS

Shareholders may submit written questions to be considered at the Annual Meeting. Written questions can be submitted online at [vote.linkmarketservices.com/MPG](http://vote.linkmarketservices.com/MPG) or by using the Voting Form. The Company reserves the right not to address any questions that it is not required to address or, in the Board's opinion are not reasonable to address in the context of an Annual Meeting.

## PROCEDURAL NOTES

Voting entitlements for the Meeting will be determined as at 7:00pm (NZST) on Wednesday, 22 August 2018. Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting.

It is anticipated that each resolution will be voted on by way of a poll. Results of the voting will be available after the conclusion of the meeting, and will be notified on the New Zealand and Australian stock exchanges.

## HOW TO CAST YOUR VOTE

The 2018 Annual Meeting Admission Card, Proxy or Postal Voting Form (Voting Form) included with this Notice of Meeting allows you, or your proxy, to vote either for or against, or abstain from, each of the resolutions. You may cast your vote in one of two ways:

1. Attend the annual meeting in person and vote; or
2. Proxy appointment or Postal vote.

You can complete the enclosed Voting Form and return it in accordance with the instruction on the Voting Form, so that in each case, your vote is received by Link Market Services Limited no later than 10:00am (NZST) on Wednesday, 22 August 2018.

Shareholders can elect to lodge their proxy appointment or postal vote online at **[vote.linkmarketservices.com/MPG](http://vote.linkmarketservices.com/MPG)**. Shareholders can either visit the website or use the QR code printed on the Voting Form. To vote online you will be required to enter your CSN/Holder Number IN (New Zealand Register) or Holder Number and Postcode (Australian Register) To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

You may appoint the Chair of the Meeting as your proxy if you wish. If you select a proxy to vote on your behalf (including the Chair of the Meeting), and you confer on the proxy a discretion on the Voting Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting.

## REFRESHMENTS

After the formal part of the Meeting has concluded, Metro Performance Glass invites you to join members of the Board and Management for light refreshments.