



NOTICE OF ANNUAL MEETING

Notice is hereby given that the 59th Annual Meeting of shareholders of NZPM Group Limited (“the Company”), will be held on Friday 18 August 2023 at 4pm (or at a later time and date if the meeting is postponed or adjourned) at Rydges Latimer Christchurch, 30 Latimer Square, Christchurch.

Afternoon tea will be served at the venue from 3:30pm.

BUSINESS

A. Chair’s address

B. Annual Report

To receive and consider the Annual Report of the Company for the year ended 31 March 2023.

C. Resolutions

To consider and, if thought fit, to pass the following resolutions:

1. Change of company name

That the Company change its name from NZPM Group Limited to NZPM Co-operative Limited.

Refer to the explanatory notes on page 3 for further details on this Resolution.

2. Directors’ remuneration

That the total remuneration payable by the Company to its directors under clause 21.11.1 of the Company's Constitution be increased from \$563,250 per annum to \$585,800 per annum.

Refer to the explanatory notes on page 4 for further details on this Resolution.

3. To record the reappointment of Deloitte as Auditors, and to authorise the Directors to fix their remuneration.

D. General Business

To consider such other business as may be lawfully raised at the meeting.

E. Election of Directors

To announce the appointment made by postal ballot and electronic voting of two (2) directors to fill the vacancies created by the retirement of Mr Mark Whitehead by rotation, and retirement of Mr Joe Calkin from a casual vacancy.

Voting at the meeting will be held by way of poll at the meeting.

PROXIES

A Transacting Shareholder entitled to attend and vote at the above meeting may appoint a Proxy to attend and vote on their behalf. A Proxy need not be a shareholder of the Company. A Proxy form is enclosed. Proxies must be received by email (brett.cruickshank@nzpm.co.nz) or post (PO Box 137 151, Parnell, Auckland 1151) to the Company at least 48 hours before the time of the meeting (i.e., at least before **4pm on Wednesday 16 August 2023**).

By order of the Board of Directors,



Brett Cruickshank
Chief Financial Officer, Auckland
21 July 2023

Note: A shareholder will be a Transacting Shareholder if the shareholder holds Ordinary Shares and is actively trading with NZPM Group Limited or any of its subsidiaries (including Plumbing World Limited).

EXPLANATORY NOTES

Resolution 1:

Resolution 1 is a special resolution. To pass, this resolution requires the approval of a majority of 75% or more of the shareholders entitled to vote and voting on the matter. Only Transacting Shareholders (as defined in the existing constitution) and directors of the Company holding ordinary shares are entitled to vote.

Under Clause 4.1 of the Company's Constitution, shareholders are required to approve an application to change the Company's name by special resolution.

If this resolution is passed, the name of the Company will be changed from NZPM Group Limited to NZPM Co-operative Limited.

The existing Company name has a corporate tone and infers a complex business structure. Changing our Company name will align to our co-operative ethos and brand that is already in daily use. The NZPM portion of the name has been retained for continuity to our heritage.

The Board recommends that shareholders vote in favour of this resolution.

Resolution 2: Directors' remuneration

Resolution 2 is an ordinary resolution. To pass, this resolution requires the approval of a simple majority (i.e., more than 50%) of the shareholders entitled to vote and voting on the matter. Only Transacting Shareholders (as defined in the constitution) and directors of the Company holding ordinary shares are entitled to vote.

If this resolution is passed, the director remuneration pool will be increased with effect from the close of the annual meeting.

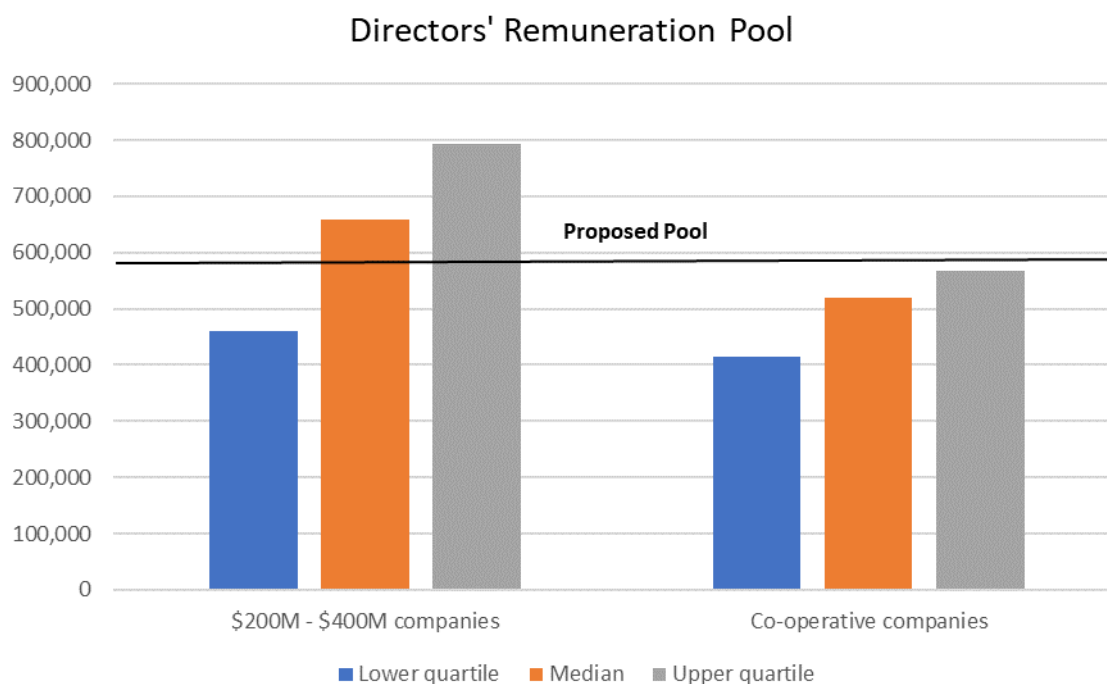
The directors' remuneration pool is presently \$563,250 per year. The remuneration pool was last fixed at the Annual Meeting on 19 August 2022 (at which time it was increased by \$45,550 from \$517,700).

The Board considered it appropriate to review the remuneration pool this year and commissioned Strategic Pay to make recommendations on the matter. Strategic Pay carried out benchmarking against comparable company revenues, assets and co-operative structures across a wide range of companies, and subsequently recommended NZPM Director Fees (excluding Committee Chair fees) of \$550,000 in total for a board comprising seven directors.

Strategic Pay also recommended raising the total committee chair fees to \$43,750 in total in consideration of market conditions and the workload and responsibilities of all the company's directors. The directors have considered these recommendations and have assessed that a total committee chair fee pool of \$35,800 to be appropriate.

Accordingly, the resolution is to increase the total directors' remuneration pool to \$585,800 which represents a 4.0% increase. Historically the shareholders have approved the maximum amount of remuneration which is divided amongst the directors by the board, and we propose to continue with this arrangement.

The directors wish that the Company be able to attract and retain both elected and appointed directors by offering remuneration at market rates.



Under Clause 21.11.1 of the Company's Constitution, shareholders are required to approve an increase in the remuneration of directors.

The Board recommends that shareholders vote in favour of this resolution.

Resolution 3: Reappointment of Deloitte as Auditors, and to authorise the Directors to fix their remuneration.

Resolution 3 is an ordinary resolution. To pass, this resolution requires the approval of a simple majority (i.e., more than 50%) of the shareholders entitled to vote and voting on the matter. Only Transacting Shareholders (as defined in the constitution) and directors of the Company holding ordinary shares are entitled to vote.

If this resolution is passed, the company will reappoint Deloitte as auditor of the Company and that the directors be authorised to fix the fees and expenses of the auditors for the ensuing year.

The Board recommends that shareholders vote in favour of this resolution.