

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF MHM AUTOMATION LIMITED

Notice is hereby given that the 2020 Annual Meeting of Shareholders of MHM Automation Limited (the **Company**) will be held at The George Hotel, 50 Park Terrace in Christchurch on Wednesday, 21 October 2020, commencing at 10:00am (New Zealand time).

AGENDA

- A. CHAIR'S ADDRESS**
- B. CHIEF EXECUTIVE'S REVIEW**
- C. ORDINARY BUSINESS – Resolutions (1 to 4)**

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

ELECTION AND ROTATION OF DIRECTORS

Mr Richard Rookes retires by rotation and being eligible, offers himself for re-election. Richard was last re-appointed as a director in November 2017. Please see the accompanying explanatory notes for biographical details.

Resolution 1 - That Richard Rookes be re-elected as a director by way of ordinary resolution.

Mr Trevor Burt was appointed by the board as a director of the Company on 24 October 2019 and accordingly, stands for election in accordance with clause 10.4 of the constitution.

Resolution 2 – That Trevor Burt be elected as a director by way of ordinary resolution.

Mr Colin Neal was appointed by the board as a director of the Company on 1 May 2020 and accordingly, stands for election in accordance with clause 10.4 of the constitution.

Resolution 3 – That Colin Neal be elected as a director by way of ordinary resolution.

APPOINTMENT OF AUDITORS – Resolution 4

To record the reappointment of BDO as auditors of the Company and to authorise the directors to fix the auditors' remuneration.

GENERAL BUSINESS - PROXIES

A Proxy Form is included with this Notice of Annual Meeting. Any shareholder of the Company, who is entitled to attend and vote at the Annual Meeting, is entitled to appoint a proxy to attend the Annual Meeting and vote on his or her behalf. A proxy does not need to be a shareholder of the Company.

To be valid, a completed Proxy Form must be produced to the Company by delivering, posting, faxing or emailing it to Link Market Services Limited (see Proxy Form for the address). Proxy Forms must be received no later than **10:00am on Monday, 19 October 2020**.

By order of the board:

Ian McGregor

Company Secretary

EXPLANATORY NOTES

Election and Rotation of Directors

1. The NZX Listing Rules require that directors must not hold office (without re-election) for more than three years and a director appointed by the board must not hold office (without re-election) past the next annual meeting following the director's appointment.
 - a. **Richard Rookes** was last re-appointed as a director in November 2017 and, accordingly, retires by rotation and offers himself for re-election (**resolution 1**). Richard was appointed CEO in July 2015 having been on the board since 2011. Since being appointed as CEO, Richard has driven the strategic and operational change in the business. Prior to taking the executive role at the Company, Richard was an executive director at investment bank Murray & Co. Richard holds a BCom, Diploma for Graduates and a Post-Graduate Diploma in Commerce, all from the University of Otago. As Richard is the CEO of the Company, the board does not consider that he would qualify as an Independent Director.
 - b. **Trevor Burt** was appointed by the board in October 2019 and, accordingly, Mr Burt is required to retire and offers himself for election (**resolution 2**). A Chartered Fellow of the NZ Institute of Directors, Trevor is an experienced director of large-scale companies and is currently Chairman of New Zealand Lamb Company Limited, Chairman of Rua Bioscience Limited and a director of Market Gardeners Limited and Landpower NZ Limited. He was a previous Chairman of Ngai Tahu Holdings Corporation Limited and Lyttelton Port Limited and former Deputy Chairman of PGG Wrightson Limited. Trevor's executive career was with the global companies Linde Group and the BOC Group and he led businesses in Australia, China, USA, and Germany, retiring from the Executive Board of the Linde Group in 2007. Since moving back to New Zealand, Trevor has had a very successful career in governance of companies in a wide range of sectors including energy, retail, distribution, and food. The board considers that Trevor qualifies as an Independent Director.
 - c. **Colin Neal** was appointed by the board in May 2020 and, accordingly, Mr Neal is required to retire and offers himself for election (**resolution 3**). Colin founded Big Chill, a significant refrigerated trucking company in New Zealand. Colin brings a wealth of experience in supply chain logistics and procurement with an extensive network of local and international contacts.

Colin has several other business interests, both public and private. In addition to Colin's investment in the Company in March 2020 he has most recently acquired Smiths City. His private investments include supplying meal products to supermarket chains and food related industries. As Colin holds a 19.81% interest in the Company, the board does not consider that he qualifies as an Independent Director.

Appointment of Auditor

To record the reappointment of BDO as auditors of the Company and to authorise the directors to fix the auditors' remuneration (**resolution 4**).

General

Ordinary Resolutions

2. Each of resolutions 1 to 4 set out above is to be considered as a separate ordinary resolution, requiring approval by a simple majority of the votes of Shareholders entitled to vote and voting on each resolution.

Voting and Proxies

3. You can exercise your right to vote at the meeting in two ways. Namely, by being present and voting in person or by appointing a proxy to attend and vote in your place. A voting/proxy form is enclosed with this notice of meeting and explanatory notes.
4. If you are entitled to vote and wish to do so in person, you should attend the Annual Meeting. Please bring your voting/proxy form with you to the meeting, as the barcode will assist with your registration.
5. If you wish to vote by proxy you must complete the voting/proxy form and ensure it is received by Link Market Services Limited (by delivering, posting, faxing or emailing - see Proxy Form for the address) by no later than 10:00am on **Monday, 19 October 2020**. You can also lodge your proxy online, see the voting/proxy form for more details.
6. If you wish to appoint a proxy:
 - a. The proxy does not need to be a Shareholder.
 - b. You may direct your proxy how to vote, or give your proxy discretion to vote as they see fit. If you wish to give your proxy that discretion, you should mark the appropriate box on the voting/proxy form. If you do not mark any appropriate box on the voting/proxy form then your proxy may vote or abstain from voting as they see fit.
 - c. The Chair of the meeting is willing to act as proxy. If you appoint the Chair of the meeting as proxy but do not direct the Chair how to vote on a particular resolution then the Chair of the meeting will vote your shares in favour of each of the resolutions.
 - d. If, in appointing your proxy, you do not name a person as your proxy, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction.