

2023 ANNUAL MEETING MHM AUTOMATION LIMITED

Notice is hereby given that the 2023 Annual Meeting of Shareholders of MHM Automation Limited (the Company) will be held at Wyma Solutions, 928 Halswell Junction Road, Islington, Christchurch 8042, and online at www.virtualmeeting.co.nz/mhm23, on Wednesday, 8 November 2023, commencing at 2:00pm (New Zealand time).

AGENDA

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

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

Resolution 1 – Election of Director – Andrew James Barclay

That Andrew James Barclay being a nominee for the office of director be elected as director of the Company. The Company notes that, in accordance with clause 10.4 of the constitution, Andrew was appointed by the board as a director of the Company on 1 May 2023 until the 2023 Annual Meeting, and is eligible for election as director of the Company.

Resolution 2 - Re-Election of Director – Trevor John Burt

That Trevor John Burt, who retires as a director and, being eligible offers himself for re-election by shareholders, be re-elected as a director.

Resolution 3 - Re-Election of Director – Richard George Rookes

That Richard George Rookes, who retires as a director and, being eligible offers himself for re-election by shareholders, be re-elected as a director.

Resolution 4 – Re-appointment of Auditor

To record the re-appointment of BDO as auditors of the Company and to authorise the Directors to fix the auditor's remuneration.

D. OTHER BUSINESS

By order of the board:

Ian McGregor CFO & Company Secretary

EXPLANATORY NOTES

Resolution 1 – Election of Directors

NZX Listing Rule 2.2.1 stipulates that a person may be appointed as a director by nomination and appointment at an Issuer's annual meeting in accordance with NZX Listing Rule 2.3. Andrew James Barclay has been nominated by a shareholder to be a director of the Company.

- a. **Andrew James Barclay** – Andrew joined the board in May 2023 when the Company acquired Wyma Engineering Limited (Wyma). Andrew brings with him a wealth of experience in engineering, agriculture, and food processing machinery. Prior to Wyma, Andrew spent approximately 10 years as a consulting structural engineer in Wellington, and held engineering and sales roles at Shell, before purchasing Wyma in 2001. Andrew remains the Managing Director for Wyma and has been a part of the business for over 2 decades, and has a passion for product development, solution selling, and manufacturing. He built Wyma globally and has developed a strong understanding of the industry and built relationships with customers all over the world. Andrew is a member of the Institute of Professional Engineers of NZ and a member of the Institute of Directors of NZ. The board does not consider that Andrew would qualify as an Independent Director.

Resolution 2 & 3 - Election & Rotation of Directors

NZX Listing Rule 2.7.1 stipulates that a director of an Issuer must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer. However, any such director may offer themselves for re-election by shareholder approval in accordance with Rule 2.3.

- a. **Trevor John Burt** was last re-appointed as a director in October 2020 and, accordingly, retires by rotation and offers himself for re-election (Resolution 2). A Chartered Fellow of the NZ Institute of Directors, Trevor is an experienced director of large scale companies. He is currently Chairman of New Zealand Lamb Company Limited, and a director of Market Gardeners Limited, Landpower NZ Limited, NZ Drinks Limited and Premier Fresh Australia Pty Ltd. He was a previous Chairman of Ngai Tahu Holdings Corporation Limited, Lyttleton Port Limited and Rua Bioscience Limited and a 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.
- b. **Richard Rookes** was last re-appointed as a director in October 2020 and, accordingly, retires by rotation and offers himself for re-election (Resolution 3). Richard was appointed CEO in July 2015. Since that time, he has driven the strategic changes across the business with a view to transition the business towards a technology led future. Prior to joining MHM Automation, Richard was an investment banker in New Zealand and the UK. 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.

Resolution 4 – Re-appointment of Auditor

Pursuant to section 207T of the Companies Act 1993, BDO is automatically re-appointed at the Annual Meeting as auditor of the Company. The resolution authorises the Board to fix the remuneration of BDO as the Company's auditor.

IMPORTANT INFORMATION

Voting

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at 2:00pm on Monday, 6 November 2023, being not later than 48 hours prior to the start of the meeting. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting. Voting can be done by appointing a proxy to vote on your behalf at the Meeting; or by participating in the Meeting and voting.

Your right to vote may be exercised by:

- attending the meeting and voting in person;
- attending the online meeting and voting online, or
- appointing a proxy (or representative) to attend the meeting and vote in your place (Proxy).

If you are attending the meeting in person, please bring the enclosed voting form that will act as your admission card to the meeting.

How to appoint a proxy

If you are not able to attend the annual meeting, either in person or online, but wish to appoint a Proxy to attend the meeting and vote on your behalf, you can appoint a Proxy online at <https://investorcentre.linkgroup.nz/voting/mhm>. You will be required to enter your CSN/Holder Number and Authorisation Code (FIN). If you do not have a FIN number, please contact Link Market Services at 09 375 5998 or enquiries@linkmarketservices.com; or – complete and return your proxy form in accordance with the instructions on the form.

Your completed proxy form must be received by Link Market Services, or your Proxy appointment lodged online, by no later than 2:00pm (New Zealand time) on Monday, 6 November 2023. If you wish, you may appoint the Chair of the meeting as your proxy. To do so, please write "Chair of the meeting" in the relevant section. The Chair will vote according to your instructions. If the Chair is not instructed how to vote, the Chair will vote as he thinks fit.

How to attend the Online Meeting

Shareholders will be able to attend and participate in the Meeting virtually via an online platform provided by MHM's share registrar, Link Market Services at www.virtualmeeting.co.nz/mhm23. If you will be attending online, you will require your Holder Number for verification purposes.

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

Shareholder Questions

MHM Automation offers the facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of MHM. There will also be the opportunity for shareholders to ask questions during the Meeting. Please submit questions by completing the section on the Proxy Form, or go to

<https://investorcentre.linkgroup.nz/voting/mhm> and submitting your questions online to Link Market Services by 2:00pm on Monday, 6 November 2023.