



# NOTICE OF ANNUAL MEETING

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**MERCER GROUP LIMITED**

Notice is given that the Annual Meeting of Shareholders of Mercer Group Limited (the "**Company**") convened by the Board, will be held on 1 December 2014 commencing at 3:00pm (New Zealand time) at The George Hotel, 50 Park Terrace, Christchurch Central.

## **BUSINESS**

### **1. Chairman's Address**

### **2. Chief Executive's Address**

### **3. Resolutions**

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

#### ***Auditor's Remuneration***

Resolution 1: "That the Board of Directors be authorised to fix the auditor's fees and expenses for the coming year."

For further details see explanatory note 1.

#### ***Re-election of Directors***

Resolution 2: "That Humphry Rolleston be re-elected as a Director of the Company"

Resolution 3: "That Paul Smart be re-elected as a Director of the Company"

A biography of each Director offering themselves for re-election is set out in explanatory note 2.

### **4. 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 **3:00pm on Saturday 29 November 2014**.

#### **Resolution requirements**

An ordinary resolution is a resolution passed by a simple majority of votes of shareholders who are entitled to vote and voting on the resolution.

Please refer to the explanatory notes that accompany this Notice of Meeting.

By order of the Board of Directors



Garry Diack  
Chairman

## EXPLANATORY NOTES

### 1. AUDITOR'S FEES

Deloitte is automatically reappointed as auditor under section 200 of the Companies Act 1993. Resolution 1 authorises the Board to fix the fees and expenses of the auditors for the current year.

### 2. RE-ELECTION OF DIRECTORS

Pursuant to clause 13.8 of the Company's constitution and N2SX Listing Rule 3.3.11, one third of the Directors must retire by rotation at each annual meeting. Paul Smart and Humphry Rolleston retire in accordance with clause 13.8 of the Company's constitution.

Humphrey Rolleston and Paul Smart were each appointed as a Director of the Company by the Board under clause 13.2 of the Company's constitution.

In accordance with clause 13.5 of the Company's constitution, each of Mr. Rolleston and Mr. Smart offer themselves for re-election.

#### **Humphry Rolleston**

Mr. Rolleston is a non-executive director who has been a member of the Board since 6 August 1986.

Mr. Rolleston has extensive director experiences across a range of industries in both public (Property for Industries Limited, Infratil Limited, and Sky Network television Limited) and private companies. He is a Fellow of the Institute of Directors In New Zealand and the Institute of Management in New Zealand.

Mr. Rolleston is a member of the Company's remuneration committee.

The Board has determined Mr. Rolleston is not an Independent Director.

#### **Paul Smart**

Mr. Smart is a non-executive director who has been a member of the Board since 31<sup>st</sup> July 2012.

Mr. Smart is a Chartered Accountant and long standing member of the Institute of Directors with extensive financial and director experience, and he has taken over the role as chair of the Company's audit committee. Mr. Smart is currently deputy chairman of NZPM Group, a director of both Intercity Holdings and Solarcity and has other private directorships and shareholdings.

Mr. Smart is Chairman of the company's Audit Committee.

The Board has determined Mr. Smart is an Independent Director.

# ANNUAL MEETING PROXY FORM / ADMISSION CARD



To be held at 3.00pm on Monday, 1 December 2014 at The George Hotel, 50 Park Terrace, Christchurch Central.

CSN/Holder Number:

## PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Annual Meeting please bring this Admission Card / Proxy Form intact to the Meeting as the shareholder details on this form are required for registration at the meeting.

## PROXY APPOINTMENT (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

If you DO NOT propose to ATTEND the Annual Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Mercer Group Limited's share registry, Link Market Services, no later than 3.00pm on Saturday, 29 November 2014. The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you wish to appoint the Chairperson, please insert "The Chairperson of the Meeting" in the box below.

I/We being a shareholder(s) of Mercer Group Limited:

Hereby appoint  of   
(full name of proxy) (full address)

Or failing that person  of   
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Monday, 1 December 2014 at 3.00pm and at any adjournment of that meeting.

## VOTING INSTRUCTIONS

Ordinary Business:		Tick (✓) in box to vote			
This form is to be used to vote as follows on the following resolutions:					
Resolutions:		For	Against	Abstain	Discretion
1.	That the Board of Directors be authorised to fix the auditor's fees and expenses for the coming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Humphry Rolleston be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Paul Smart be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will be abstained from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature / s \_\_\_\_\_  
All shareholders must sign

Contact name  Daytime contact number:

## NOTES:

- 1 This Proxy Form must be completed and returned to Link Market Services Limited (address details set out below) no later than 3:00pm on 29 November 2014 for your proxy to be effective.
- 2 A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder.
- 3 The Chairman of the Meeting is willing to act as proxy if shareholders wish to appoint him. The Chairman will vote according to your instructions. The Chairman and the Directors intend to vote all discretionary proxies in favour of the relevant resolution.
- 4 If you return this Proxy Form without directing the proxy how to vote on any particular matter, then your instruction will be to abstain. If you return this Proxy Form without appointing a proxy, your Proxy Form will be invalid.
- 5 If the Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.
- 6 Companies appointing a proxy must do so either under the signature of two directors, or produce an authority for noting by the company.
- 7 If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998 between 8.30am and 5.00pm or email [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

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## PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:

- Online:** Please go to the following website to appoint your proxy online:  
<https://investorcentre.linkmarketservices.co.nz/voting/MGL>  
You will need to enter your CSN/Holder number and FIN to securely access the website and then follow the prompts to appoint your proxy and, if desired, to provide voting instructions to your proxy.
- Mail:** If mailing Proxy Form from within New Zealand, please use the reply-paid envelope provided.  
  
If mailing Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand and affix the necessary postage from the country of mailing.
- Deliver:** Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland 1010.
- Fax:** 09 375 5990
- Scan and email:** [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) (please put the words "MGL Proxy Form" in the subject line for easy identification).