



## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF MERCER GROUP LIMITED**

Notice is hereby given that the 2018 Annual Meeting of Shareholders of Mercer Group Limited will be held at The Crowne Plaza, 764 Colombo Street in Christchurch on 29 November 2018, commencing at 2.00 pm (New Zealand time).

### **AGENDA**

- A. CHAIR'S ADDRESS**
- B. CHIEF EXECUTIVES REVIEW**
- C. ORDINARY BUSINESS**

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

#### **Resolution 1 - ELECTION AND ROTATION OF DIRECTOR**

The NZX Listing Rules require that at least one-third of directors retire by rotation at each annual meeting (on the basis that they may seek re-election if they wish). Those who retire by rotation must be those who have been longest in office.

Mr John Dennehy retires by rotation and being eligible, offers himself for re-election. John was appointed Chair in February 2015, and has overseen considerable restructuring and realignment of the Group's businesses. He has served on a number of boards in the UK and New Zealand, and most recently he was appointed to the board of Kiwirail.

#### **Resolution 2 - APPOINTMENT OF AUDITORS**

To record the reappointment of Deloitte 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 **2:00pm on Tuesday, 27 November 2018**.

By order of the board

Ian McGregor

Company Secretary