



# NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2020 Annual Meeting of Shareholders of Kingfish Limited ("Kingfish" or "the Company") will be held in Guineas Room 1, Ellerslie Event Centre, Greenlane, Auckland on Thursday, 20 August 2020 at 10:30am.

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## THE BUSINESS OF THE MEETING WILL BE:

### A. Annual Report

To receive the annual report for the year ended 31 March 2020.

### B. Resolutions

#### 1. Election of Director

To re-elect Andy Coupe as a director of the Company.

The NZX Listing Rule 2.7.1 requires that a director does not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.

*Andy Coupe retires by rotation in accordance with the NZX Listing Rules, and being eligible, offers himself for re-election. The board unanimously supports the re-election of Andy Coupe as an independent director. See Explanatory Note for Resolution 1 for further information.*

#### 2. Auditor Remuneration

To authorise the board to fix the remuneration of the auditor for the ensuing year.

### C. General Business

To consider any other business that may properly be brought before the meeting.

Each of the resolutions being put to the meeting are proposed as ordinary resolutions and, to be passed, require approval at the meeting by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

The board of Kingfish recognises that the Annual Meeting of Shareholders is an important forum at which shareholders can meet the board. We welcome your input and encourage you to submit any questions you may have in writing prior to the meeting to:

#### Kingfish Limited

Private Bag 93502, Takapuna, Auckland 0740  
Phone +64 9 489 7094  
enquire@kingfish.co.nz

On behalf of the board

Alistair Ryan  
Independent Chair

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*The Ellerslie Event Centre is situated at 80-100 Ascot Ave, Greenlane.  
Car parking is provided at the venue.*

*Attendees will be required to comply with any Ministry of Health guidelines which may be in place at the time and any venue health and safety procedures.*

## PROCEDURAL NOTES

1. The only persons who are entitled to vote at the meeting are those shareholders whose names are recorded in the share register of the Company at 5.00pm on Tuesday 18 August 2020.
2. A shareholder may attend the meeting and vote or may appoint a proxy to attend the meeting and vote in place of the shareholder.
3. A proxy need not be a shareholder of the Company. If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. The Chair of the meeting is prepared to act as proxy. Any undirected votes in respect of a resolution, where the Chair (or any other director) is appointed as a proxy, will be voted in favour of the relevant resolution, other than when he or she is prohibited from voting on that resolution.
4. If you wish to appoint a proxy you should complete the proxy form which is enclosed with this notice of meeting. Proxy forms must be returned to the office of Kingfish's share registrar, Computershare Investor Services Limited, either by email enquiry@computershare.co.nz, by delivery to Level 2, 159 Hurstmere Road, Takapuna, Auckland or by mail to Private Bag 92119, Auckland 1142 so as to be received not later than 10.30am on Tuesday 18 August 2020.

## EXPLANATORY NOTE FOR RESOLUTION 1 – RE-ELECTION OF DIRECTOR



**Andy Coupe LLB**  
Independent director

### **Term of Office**

Andy Coupe was first appointed to the board on 1 March 2013 and last elected at the 2017 Annual Meeting.

### **Board Committees**

Chair of the Investment Committee  
Member of the Remuneration & Nomination Committee  
Member of the Audit & Risk Committee

### **Biography**

Andy Coupe has extensive commercial and capital markets experience having worked in a number of sectors within the financial markets for over 30 years. Andy is a director of Barramundi, Marlin Global, Briscoe Group, Coupe Consulting and Gentrack Group. He is also Chair of the New Zealand Takeovers Panel and Chair of Television New Zealand. Andy's principal place of residence is Tamahere, Hamilton.

The board considers that Andy Coupe is an independent director for the purposes of the NZX Listing Rules. The board unanimously supports the re-election of Andy Coupe.

## EXPLANATORY NOTE FOR RESOLUTION 2 – AUDITOR REMUNERATION

PricewaterhouseCoopers is automatically re-appointed as auditor under section 207T of the Companies Act 1993. Under section 207S of the Companies Act auditor fees and expenses must be fixed in the manner determined at the annual meeting of shareholders. This resolution authorises the board to fix the remuneration of the auditor.