

## Notice of Annual Meeting of Shareholders

Notice is hereby given that the 2017 Annual Meeting of shareholders of Wellington Drive Technologies Limited (the "Company") will be held at the registered office of Wellington, 21 Arrenway Drive, North Harbour, Auckland, on Friday, 21 April 2017 commencing at 3.00 p.m.

### Business to be Conducted

- (a) **Chairman's introduction**
- (b) **Addresses from the Chairman and Chief Executive Officer**
- (c) **Shareholder discussion**
- (d) **Resolutions**

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

#### ***Resolution 1 - Re-election of Director***

To re-elect Tony Nowell as a director of Wellington.

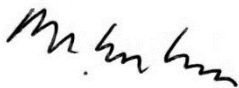
Note: A profile of Mr Nowell is included on the following page. The Board has determined that Mr Nowell is an independent director.

#### ***Resolution 2 - Auditor's Remuneration***

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

**Note:** PricewaterhouseCoopers is the existing auditor of the Company and is automatically re-appointed by virtue of section 207T of the New Zealand Companies Act 1993. The proposed ordinary resolution is required to authorise the directors of the Company to fix the auditor's remuneration for the purposes of section 207S of the New Zealand Companies Act 1993.

By Order of the Board

A handwritten signature in black ink, appearing to read "Mr. N. Jackson".

.....  
**R. N. Jackson**  
Secretary, Auckland  
31 March 2017



## Profile of Director Seeking Re-election

### **Tony Nowell**, CNZM Chairman

Mr Nowell was appointed a director of Wellington in March 2010 and Chairman in December 2010. He is an experienced company leader in major New Zealand and international businesses and also Chairs Scion (the New Zealand Forest Research Institute) and the Omega Lamb Primary Growth Partnership between the New Zealand Government and Primary Industry participants. He is a board member of New Zealand Food Innovation (Auckland) and Food Standards Australia New Zealand. He represented New Zealand on the APEC Business Advisory Council from 2006 to 2016 and also in 2016 completed a six year term as a member of the Export Advisory Board of Business New Zealand. Mr Nowell was formerly Chief Executive of Zespri International, and Griffin's Foods Limited, and the Deputy Chair of Leadership New Zealand. Prior to returning to New Zealand business in 2000 from an extended period of international business experience, Mr Nowell was Regional Vice President of Sara Lee Asia, President Director of Sara Lee Indonesia and President Director of L'Oreal Indonesia.



**If you plan to attend the Meeting, please call Wellington (Jane McMinn) on (09) 477-4500 and advise the numbers attending. Alternatively, you may email Wellington on [info@wdtl.com](mailto:info@wdtl.com)**

## Important Notes

### **Requisite Majority**

Each of the Resolutions is an ordinary resolution. An ordinary resolution requires the approval of a simple majority of votes of those Shareholders entitled to vote and voting (in person, by proxy or by postal vote) in order for it to be passed.

Each Resolution is a separate resolution to be voted on separately by Shareholders. Accordingly, each Resolution may be approved regardless of the outcome of the vote on any other resolution.

### **Determining entitlement to vote**

The persons (or their proxies or representatives) who will be entitled to vote on the Resolutions at the Meeting are those persons who are shareholders at 5.00pm on Tuesday 18 April 2017, and only the shares registered in those shareholders' names on that date may be voted at the meeting.

### **Proxies and corporate representatives**

Shareholders entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a Shareholder. For example, shareholders may appoint the Chairman of the Board or another person (such as the chairman of the meeting) to act as their proxy. It is intended that the Chairman of the Board be the Chairman of the Meeting, except in respect of his own re-election where Mr John McMahon will act as Chairman of the Meeting and cast proxy votes recorded for the "Chairman of the Meeting". The Chairman of the Board has advised that it is his intention to abstain from voting discretionary proxies held by him in favour of his own re-election.

If additional matters are raised during the course of the Annual Meeting which require a shareholder vote, your proxy will be entitled to vote as he or she thinks fit.

Shareholders may revoke their proxies by giving written notice of revocation to the Company in the manner set out below no later than 3.00pm on Wednesday 19 April 2017.

### **Postal voting**

Shareholders entitled to attend and vote at the Meeting may cast a postal vote instead of attending in person or appointing a proxy to attend. Wellington's Company Secretary has been authorised by the Board of Wellington to receive and count postal votes at the Meeting.

### **Return of Voting and Proxy Form**

A Voting and Proxy Form accompanies this Notice of Meeting.

If a Shareholder wishes to appoint a proxy or (in the case of a corporate Shareholder), a representative or cast a postal vote, the Voting and Proxy Form must be received by Wellington no later than 3.00pm on 19 April 2017. The delivery, post, facsimile and email addresses of Wellington for this purpose are as follows:

*Hand delivery:* 21 Arrenway Drive, Rosedale,  
Auckland 0632

*Post:* PO Box 302-533, North Harbour,  
Auckland 0751

*Facsimile:* (09) 479 5540

*Email:* [Ron.Jackson@wdtl.com](mailto:Ron.Jackson@wdtl.com)