



# Notice of 2020 Annual Meeting

VECTOR LIMITED

Notice is given that the 2020 Annual Meeting of  
Vector Limited will be held as a virtual meeting on  
**Friday 25 September 2020, commencing at 3.00pm**

**PLEASE READ**

# Notice of 2020 Annual Meeting

## AGENDA

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### A. Ordinary Business

#### Chair's and Group Chief Executive's Reports

Reports from the Chair and the Group Chief Executive on the financial year ended 30 June 2020, including consideration of the financial statements and the audit report. (See Explanatory Note 1, on page 3.)

#### Appointment and Remuneration of Auditor

The meeting will be asked to consider by an ordinary resolution:

1. To record the automatic reappointment of the Auditor, KPMG, and to authorise the directors to fix the remuneration of the Auditor for the ensuing year. (See Explanatory Note 2, on page 3.)

### B. General Business

To consider such other business as may properly be raised at the meeting.

By Order of the Board



John Rodger  
Chief Legal & Assurance Officer and Company Secretary

27 August 2020

#### Ordinary Resolutions:

Ordinary resolutions are required to be approved by a simple majority of more than 50% of votes validly cast at the Annual Meeting.

#### Shareholders Entitled to Attend and Vote:

Under section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 5.00pm on Tuesday 22 September 2020, being a day not more than 20 working days before the meeting, shall be entitled to exercise the right to vote at the meeting.

#### Proxies:

Any shareholder entitled to attend and vote at the meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote on behalf of the shareholder. A proxy need not be a shareholder of the Company. You may appoint the "Chair of the Meeting" as your proxy if you wish. If, in appointing a proxy, you have inadvertently not named someone to be your proxy (either online or on the enclosed proxy form), or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy and will vote in accordance with your express direction. A proxy form accompanies this Notice of Meeting.

Proxy forms must be received at the office of the Company's share registry, Computershare Investor Services Limited, Level 2, 159 Hurstmere Road,

Takapuna, Auckland, New Zealand (Private Bag 92119, Auckland 1142), or at the Company's registered office, Level 4, 101 Carlton Gore Road, Newmarket, Auckland 1023, by 3.00pm on Wednesday 23 September 2020. Alternatively, you can appoint a proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz). Online proxy appointments must be received by 3.00pm on Wednesday 23 September 2020. Please see your proxy form for further details. The chair intends to vote all discretionary proxies given to her in favour of resolution 1.

#### Virtual Meeting:

Due to the global COVID-19 pandemic, the company has made the decision to hold its first virtual Annual Meeting. All shareholders will have the opportunity to attend and participate in the 2020 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up. Shareholders will be able to view the presentations vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting.

Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting.

# EXPLANATORY NOTES

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## A. Ordinary Business

### **Explanatory Note 1 – Chair's and Group Chief Executive's Reports**

The Chair and the Group Chief Executive will each give a presentation on the financial year ended 30 June 2020. Events occurring after 30 June 2020 will also be discussed.

### **Explanatory Note 2 – Appointment and Remuneration of Auditor**

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically reappointed unless there is a resolution or other reason for the auditor

not to be reappointed. The Company wishes KPMG to continue as the Company's auditor, and KPMG has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of KPMG as auditor are to be fixed by the Company at the Annual Meeting or in such a manner as the Company determines at the Annual Meeting. The Board proposes that, consistent with past practice, the auditor's fees should be fixed by the directors.

## VIRTUAL ANNUAL MEETING GUIDE 2020

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Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to either:

- ▶ Visit [web.lumiagm.com](http://web.lumiagm.com) on your desktop or mobile device. Ensure that your browser is compatible — Lumi AGM supports the latest versions of Chrome, Safari, Internet Explorer, Edge and Firefox; or
- ▶ Download Lumi AGM from the App Store or Google Play Stores for free—search for Lumi AGM.
- ▶ If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am—5.00pm Monday to Friday (New Zealand time).

**Shareholders are encouraged to download the app prior to the Annual Meeting if you will be using a mobile device.**

**MEETING ID: 338-875-296**

### Logging In

To log in, you must have the following information (which can be found on your Shareholder's Voting and Proxy Form).

#### **New Zealand Residents**

Username (CSN or Holder number) and password (postcode).

#### **Overseas Residents**

Username (CSN or Holder Number); and Password (three-character ISO3 country code) e.g. AUS is the ISO3 code for Australia.

You can find a full list at [www.computershare.com/iso3](http://www.computershare.com/iso3)

#### **Appointed Proxy**

A username and password will be provided prior to the meeting.

If you have not received your username and password, please contact Computershare on +64 9 488 8777 between 8.30am–5pm Monday to Friday (New Zealand time).

# USING THE LUMI AGM



MEETING ID:  
338-875-296

Remote entry to the annual meeting will open at 2.30pm NZT on Friday 25 September 2020, with the meeting commencing at 3.00pm NZT.



## ACCESSING THE VIRTUAL MEETING

Once you have downloaded Lumi AGM or entered [web.lumiagm.com](http://web.lumiagm.com) into your internet browser, you'll be prompted to enter the Meeting ID and accept the terms and conditions.


You will then be required to enter your:

- ▶ username (CSN or Holder number);
- ▶ password (postcode, or country code for overseas residents)

## NAVIGATING LUMI AGM

When successfully authenticated, the info screen will display **i**.

You can view meeting information, ask questions and watch the webcast.

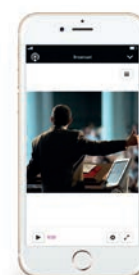
If you would like to watch the webcast, press the broadcast icon  at the bottom of the screen.

## NAVIGATING LUMI AGM – DESKTOP


When successfully authenticated, the info screen will display **i**.

You can view meeting information, ask questions and watch the webcast.

If you would like to watch the webcast, press the **▶** button to start the webcast.




## HOW TO VOTE IN LUMI AGM

Once the poll has been opened,  will appear on the navigation bar at the bottom of the screen – from here, the resolution and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. To change your vote, simply select another direction – you can cancel your vote by clicking 'Cancel'.

## ASKING QUESTIONS

Any shareholder or appointed proxy/ representative attending the meeting is eligible to ask questions. If you would like to ask a question, select , then type and submit your question. It will be sent to the board for an answer.

Please note that not all questions may be able to be answered during the meeting. In this case, questions will be followed up by email after the meeting.

## WATCHING THE WEBCAST

To watch the webcast, click the black broadcast bar on screen and push the **▶** button to start the webcast.

The video and/or slides will appear shortly after (dependent on the speed of your internet connection).

## VOTING AT A GLANCE

### STEP 1

Open Lumi AGM and enter the Meeting ID shown in top right corner

### STEP 2

Enter your username and password (CSN/Holder Number and postcode)

### STEP 3

When the poll is opened, click  and select your desired voting direction