

Notice of 2022 Annual Meeting

VECTOR LIMITED

Notice is given that the 2022 Annual Meeting of Vector Limited will be held in the **World Cup Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland, New Zealand, on Thursday 29 September 2022, commencing at 2.00pm.**

If the COVID-19 situation deteriorates, Vector may determine that the 2022 Annual Meeting will move to being a virtual meeting only.

If this occurs, we will provide shareholders with as much notice as is reasonably practicable via the NZX. Details of how to attend the Annual Meeting virtually are set out in the Virtual Meeting Guide.

Notice of 2022 Annual Meeting

The 2022 Annual Meeting of Vector Limited (the Company) will be held in the World Cup Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland, New Zealand. And online virtually through the Computershare Meeting Services web platform <https://meetnow.global/nz>, on Thursday 29 September 2022, commencing at 2.00pm.

Agenda

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 2022, including consideration of the financial statements and the audit report. (See Explanatory Note 1, on page 5.)

Election and Re-election of Directors

Late last year, the Board appointed Paul Hutchison as a director of the Company. In accordance with NZX Listing Rule 2.7.1, Paul Hutchison will retire and, being eligible, offers himself for election. The meeting will be asked to consider by ordinary resolution:

1. To elect Paul Hutchison as a Director of the Company. Further, in accordance with NZX Listing Rule 2.7.1, Paula Rebstock and Alastair Bell retire by rotation and, being eligible, offer themselves for re-election. In addition, Jonathan Mason retires by rotation and, being eligible, offers himself for re-election for a term of one year. The meeting will therefore be asked to consider by ordinary resolution:
2. To re-elect Jonathan Mason as a Director of the Company for a further one year term ending on the date of the 2023 Annual Meeting of the Company.
3. To re-elect Paula Rebstock as a Director of the Company.
4. To re-elect Alastair Bell as a Director of the Company. (See Explanatory Note 2, on page 5.)

In addition, the Board recommends that Doug McKay be appointed as a new director of the Company with effect from 1 October 2022. Therefore the meeting will be asked to consider by ordinary resolution:

5. To elect Doug McKay as a Director of the Company with effect on and from 1 October 2022.

Biographies of Paul Hutchison, Jonathan Mason, Paula Rebstock, Alastair Bell and Doug McKay are set out on page 9.

Appointment and Remuneration of Auditor

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

6. 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 3, on page 5.)

Alterations to Constitution

The meeting will be asked to consider by a special resolution:

7. To alter Vector's constitution with effect from the close of the Annual Meeting, by:

- (a) Altering clause 26.4 by addition of the words shown in underline below:

"26.4 Right of Entrust to remove a Director and fill a casual vacancy: *Entrust may at any time by written notice to the Company in accordance with clause 37.5:*

(a) remove with immediate effect a Director who is also at that time a Trustee and may appoint a person to be a Director to fill the vacancy so created; or

(b) where a Director who is also at that time a Trustee ceases to be a Director for any of the reasons set out in paragraphs (d) to (h) inclusive of clause 26.8 before the end of his or her term in office (as prescribed by the terms of this Constitution), appoint a person to be a Director to fill the vacancy so created,

provided in each case that such Director shall retire from office at the commencement of the next meeting of Shareholders at which Directors are to be elected, but shall be eligible for election as a Director at that meeting."

- (b) Altering clauses 34.1 and 34.2 by addition of the words shown in underline below:

"34. MAJOR TRANSACTIONS

34.1 Approval of Resolution: *For such time as Entrust holds a Majority Interest, the Company shall not and shall procure that no Subsidiary (other than a Listed Subsidiary) shall, (subject to clause 34.2) enter into any transaction or series of linked or related transactions to acquire, sell, lease (whether as lessor or lessee), exchange, or otherwise dispose of (otherwise than by way of charge) assets of the Company or any Subsidiary (other than a Listed Subsidiary) or assets to be held by the Company or any Subsidiary (other than a Listed Subsidiary):*

Agenda continued

- (a) which would significantly change the nature of the business of the Company and its Subsidiaries taken as a group; or
- (b) in respect of which the gross value is in excess of 15% of the Average Market Capitalisation of the Company;

except with the prior written approval of Entrust or the prior approval of an ordinary resolution of the Company (if the Company must obtain approval of the transaction or transactions by an ordinary resolution under the Listing Rules) or a special resolution (if the Company must obtain approval of the transaction or transactions by a special resolution under section 129 of the Act).

For the purposes of clause 34.1(b), **“Average Market Capitalisation”** has the meaning given to that term in the Listing Rules).

34.2 **Exception:** Clause 34.1 shall not apply to:

- (a) a takeover offer by the Company in respect of a Code Company;
- (ab) a transaction with any wholly owned Subsidiary of the Company;
- (b) any transaction entered into by the Company with a Bank as principal, on arms' length terms and in the ordinary course of banking business; or
- (c) an issue by the Company of Securities for cash which does not significantly change the nature of the business of the Company.

Clause 34.2(c) is subject to clause 4.1.

(See Explanatory Note 4, on page 5).

Director Remuneration

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

- 8. That directors' fees be set as a total annual fee pool, and increase over two financial years by \$281,820 from \$805,200 to \$1,087,020 (plus GST, if any), with the first annual fee pool to apply to the 2023 financial year, and to be divided among the directors as the Board determines, as more particularly described in the Notice of Meeting.

(See Explanatory Note 5, on pages 6–8).

B. GENERAL BUSINESS

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

By Order of the Board



John Rodger
Company Secretary

26 August 2022

Procedural Notes

Vector is holding a hybrid Annual Meeting this year to allow shareholders who are unable to attend in person to have the opportunity to attend online through the Computershare Meeting Services web platform <https://meetnow.global/nz>.

By using the web platform, you will be able to watch the Annual Meeting and vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information.

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.

Attend in Person or Virtually:

If you wish to attend the Annual Meeting please bring the enclosed Proxy/Voting form, or your CSN holder number with you to the meeting or participate virtually via the Computershare Meeting Services web platform <https://meetnow.global/nz>.

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 Monday 26 September 2022, 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 2.00pm on Tuesday 27 September 2022. Alternatively, you can appoint a proxy online at www.investorvote.co.nz. Online proxy appointments must be received by 2.00pm on Tuesday 27 September 2022. Please see your proxy form for further details. The chair intends to vote all discretionary proxies given to him in favour of resolutions 1 to 8.

Hybrid Meeting:

Following the success of past years' online meetings, the Company has made the decision to hold a hybrid Annual Meeting. All shareholders will have the opportunity to attend and participate in the 2022 Annual Meeting either in person or 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.

If the COVID-19 situation deteriorates, Vector may determine that the 2022 Annual Meeting will move to being a virtual meeting only. If this occurs, we will provide shareholders with as much notice as is reasonably practicable via the NZX. Details of how to attend the Annual Meeting virtually are set out in the Virtual Meeting Guide.

The directors invite in person attendees at the Annual Meeting to join them for light refreshments at the conclusion of the meeting.

Explanatory Notes

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 2022. Events occurring after 30 June 2022 will also be discussed.

Explanatory Note 2 – Election and Re-election of Directors

The NZX Listing Rules require that directors appointed by the Board retire at the next annual meeting but shall be eligible for election at that meeting. Late last year, the Board appointed Paul Hutchison as a director of the Company. He retires at this Annual Meeting, but, being eligible, offers himself for election.

The NZX Listing Rules also require that directors must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer.

Jonathan Mason, Paula Rebstock and Alastair Bell are subject to rotation under the NZX Listing Rules and they retire by rotation at this Annual Meeting. Being eligible, Paula Rebstock and Alastair Bell offer themselves for re-election and Jonathan Mason also offers himself for re-election but only until the end of the 2023 annual meeting of the Company. The Board has determined that Jonathan Mason and Paula Rebstock are Independent Directors (as defined by the NZX Listing Rules). Paul Hutchison and Alastair Bell are not Independent Directors, as they are Trustees of Entrust. In addition, the Board recommends that Doug McKay be appointed as a new director of the Company with effect from 1 October 2022. Doug McKay, being eligible, offers himself for election. Biographical details for Doug McKay and the other directors proposed to be elected or re-elected by rotation are set out on page 9. Under the NZX Listing Rules, the amount of the directors' fee pool will be increased by the average amount being paid to non-executive directors excluding the Chair, as a consequence of appointment of Doug McKay as an additional director.

Explanatory Note 3 – 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.

Explanatory Note 4 – Alterations to Constitution

This special resolution seeks to alter the Company's constitution.

A copy of the proposed altered constitution is available free of charge by contacting investor@vector.co.nz. You may also inspect the proposed amended constitution at <https://vector.co.nz/governance>.

Clause 26.4

The first proposed change is an amendment to clause 26.4 to allow Entrust to appoint a director to fill a casual vacancy on the Board which arises as a result of a director, who at the time of his or her appointment to the Board was an Entrust Trustee, ceasing to be a director prior to the end of his or her term of appointment by reason of the director:

- (a) dying, or becoming mentally disordered or subject to a property order or personal order made under the Protection of Personal and Property Rights Act 1988;
- (b) resigning;
- (c) becoming disqualified from being a director;
- (d) becoming bankrupt or making an arrangement or composition with his or her creditors generally; or
- (e) having for more than six months been absent without approval of the Board from meetings of the Board held during that period.

Clause 34

The second proposed change is to allow the trustees of Entrust to approve transactions involving more than 15% of Vector's Average Market Capitalisation by providing approval in writing rather than at a meeting of Vector shareholders, and to include an exception for transactions between wholly-owned group members, consistent with the approach taken in other provisions in the constitution. The change would not apply if the NZX Listing Rules or Companies Act 1993 also required approval of such a transaction under listing rule 5.1 or section 129 of the Companies Act 1993.

Nature of changes

The proposed alterations do not impose or remove a restriction on Vector's activities, or affect the rights attached to Vector shares, and accordingly no rights arise under sections 110 or 117 of the Companies Act 1993.

The Board unanimously recommends that shareholders vote in favour of the alterations to the Company's constitution.

Explanatory Notes continued

Explanatory Note 5 – Director Remuneration

The NZX Listing Rules require that remuneration of directors be authorised by ordinary resolution of shareholders.

Proposed changes:

This resolution seeks shareholder approval to:

- a) increase the total annual director fee pool by \$281,820 from \$805,200 to \$1,087,020 (plus GST, if any), which reflects a 35% increase since the last director fee increase in 2013, and an increase of 2.53% per annum over the 12-year period to 2025 (on the basis that the Board does not anticipate seeking shareholder approval for any further increases in the directors' annual fee pool prior to 2026);
- b) implement the proposed increase in directors' fees over 2 financial years, with the first annual fee pool of \$946,110 (plus GST, if any) to apply to the 2023 financial year and the second annual fee pool of \$1,087,020 (plus GST, if any) to apply from the 2024 financial year and until such time as any further increase in the total annual fee pool is approved by shareholders; and
- c) change the director fee structure from the current fixed annual amounts for the Board Chair (\$201,300) and for each Non-Executive Director (\$100,650) to an annual fee pool of a maximum aggregate amount of \$1,087,020 (plus GST, if any), to be divided amongst the directors as the Board determines from time to time by resolution of the Board. This approach is the more flexible structure that most other NZX listed companies use.

The current and proposed fees by role are summarised in the following table. The Board will allocate the total annual fee pool consistently amongst the directors via a base fee plus specified fees for each of the committee Chair and member roles held (excluding the Board Chair). The Board has resolved to allocate the total annual fee pool as set out in the table but reserves the discretion to reallocate the total annual fee pool, by resolution of the Board, should the Board need to reconstitute the number of committees or number of members on each committee.

ROLE	CURRENT FEE	FY23 FEE	ONWARDS FROM FY24 FEE
Board Chair	\$201,300	\$207,650*	\$214,000*
Deputy Board Chair	\$100,650	\$108,825**	\$112,000**
Non-Executive Director	\$100,650	\$103,825	\$107,000
Chair of Audit Committee	\$0	\$13,500	\$27,000
Member of Audit Committee	\$0	\$7,500	\$15,000
Chair of Risk and Assurance Committee	\$0	\$13,500	\$27,000
Member of Risk and Assurance Committee	\$0	\$7,500	\$15,000
Chair of People and Remuneration Committee	\$0	\$10,000	\$20,000
Member of People and Remuneration Committee	\$0	\$5,000	\$10,000
Pool for additional attendances	\$0	\$6,010	\$17,020
Total (plus GST, if any)	\$805,200	\$946,110	\$1,087,020

*The Board Chair shall not be paid additional fees as Chair or Member of the Audit Committee, Risk and Assurance Committee or People and Remuneration Committee.

**The Deputy Board Chair fee is calculated as the Non-Executive Director base fee plus a premium of \$5000 to reflect the additional workload of the role. The Deputy Board Chair will also be paid fees for any Committee Chair and / or Member roles in the same manner as other Non-Executive Directors.

Explanatory Notes continued

Background and reasoning for proposed change:

The Board has undertaken a detailed review of the directors' remuneration including engaging PwC to undertake an independent market benchmarking of the Company's non-executive director fees against comparable companies in New Zealand. The purpose of the review was to assess the appropriateness of the fees being paid to directors, and ensure that the Company's director remuneration practices are consistent with market trends and its objective of attracting and retaining high calibre individuals as directors. The peer group used in PwC's benchmarking process included 14 NZX listed companies with comparable market capitalisations to the Company. A summary of the PwC benchmarking report can be found at <https://www.vector.co.nz/investors/shareholder-meetings>.

The proposed change to an annual director fee pool, and increase in remuneration reflects that:

- a) Directors' fees have not been increased since 1 October 2013.
- b) The Company wishes to introduce fees payable to committee Chairs and members - currently there is no ability to compensate directors for the significant additional attendances and workload that committee Chair and member roles require. The Company is unusual when compared to other NZX listed companies in not paying committee Chair and member fees and the Company wishes to rectify this to ensure directors are adequately remunerated for their roles. The Board wishes to address this issue by paying both committee Chair and member fees at approximately the median of the market data which accounts for just over 74% of the increase sought.
- c) The Deputy Board Chair is currently remunerated the same as a Non-Executive Director. The Company wishes to increase the remuneration for the Deputy Board Chair to reflect the additional work associated with that role. Addressing this issue accounts for less than 2% of the total increase sought. It is noted that the current Deputy Board Chair is also Chair of the People and Remuneration Committee and a member of the Audit Committee and the Risk and Assurance Committee and is proposed to be remunerated for these three roles in the same manner as other Non-Executive Directors.
- d) The Company wishes to offer competitive fees in order to attract and retain the highest quality directors – and is seeking to move Board Chair and Non Executive Director base fees from a below market position to a level that is at or about the median of the market. Addressing this issue accounts for just over 18% of the total increase sought. To be noted is that the Board Chair is a member of the Audit Committee, Risk and Assurance Committee and People and Remuneration Committee, however is not proposed to be remunerated for these three roles.
- e) Increasing governance requirements and regulatory requirements on the Company's business continue to increase the workload on directors. The Company also wishes to have the scope to pay additional fees to directors for significant additional attendances and projects as is the norm in the market. The "headroom" provided for in the total fee pool sought (\$17,020 by year two) accounts for just over 6% of the increase sought.
- f) Based on PwC's benchmarking report:
 - i. the Company director fees are positioned below the median of the peer group market data in all respects;
 - ii. the absence of fees for committee chairs and committee members is a notable difference from most of the peer group;
 - iii. an increase in the total current actual directors' fees of 33% is required to generally bring the fees to be aligned with the median of the market over 2 financial years (noting that the market median is likely to move in that period); and
 - iv. the vast majority of the NZX-50 utilise director fee pools for the management of non-executive director fees including headroom and flexibility to remunerate directors for significant additional attendances and accordingly the Company's current approach is unusual relative to market. The PwC benchmarking report suggests that companies typically pay out approximately 80% of their approved fee pool, and as a consequence the less than 2% headroom by year two proposed by the Company is a lower percentage of the pool than is typical.

The proposed change to an annual director fee pool, and increase in directors' remuneration, is therefore consistent with the market information outlined in the benchmarking report received from PwC.

For these reasons, the proposed change to an annual director fee pool, and increase in directors' remuneration, has the unanimous support of the Board.

Explanatory Notes continued

NZ RegCo Waiver:

On 30 June 2019 NZ RegCo granted the Company a waiver from NZX Listing Rule 6.3.1, to the extent that Entrust would otherwise be prohibited from voting in favour of resolutions on director fees. The waiver renewed a similar waiver granted under previous listing rules.

The waiver granted is subject to the following conditions:

- a) The Company's People and Remuneration Committee commission an independent expert's report on the appropriate remuneration level for directors' remuneration.
- b) There is no distinction between the directors' fees payable to the directors who are trustees of Entrust and the other directors, based solely on whether or not a director is a trustee of Entrust.
- c) The independent members of the Company's People and Remuneration Committee provide a certificate to NZ RegCo stating that:
 - i. the proposed directors' fees were set on an arm's length and commercial basis; and
 - ii. the proposed level of directors' remuneration is consistent with the level suggested in the independent expert's report.
- d) Entrust provides written confirmation to NZ RegCo that:
 - iii. no trustee of Entrust who has been nominated to be elected as a director of the Company at this Annual Meeting or who is currently a director of the Company and will either continue to be a director immediately following the Annual Meeting or will stand for re-election as a director of the Company at the Annual Meeting will take part in any decision of the trustees of Entrust on whether to abstain, or vote for or against, any resolution in respect of directors' remuneration; and
 - iv. neither Entrust nor any Associated Person of Entrust (other than trustees of Entrust who are directors of the Company) will receive any direct or indirect benefit arising from Directors' remuneration payable by the Company.

- e) Details of the waiver, the conditions imposed by NZ RegCo, the independent expert's recommendation and the People and Remuneration Committee's certificate, are included in this notice of meeting.

The Company has complied with all such conditions, and confirms that the independent members of the People and Remuneration Committee have provided, and Entrust has been requested to provide, the required confirmation to NZ RegCo.

NZ RegCo has granted the above waiver on an ongoing basis, so that it applies to all resolutions, provided that the above conditions are satisfied and the material facts on which the waiver is based, and NZX Listing Rules, remain the same.

Biographies

Biographical details for the directors seeking election or re-election are set out below.

Dr Paul Hutchison

MB, CHB, FRCOG, FACOG, DIP COM HEALTH, MEMBER OF INSTITUTE OF DIRECTORS

Paul was elected to the AECT (now Entrust) in 2015. He is a clinician at East Tamaki Health Care, a former member of the New Zealand Medical Council as well as Director of a number of companies and a member of the Institute of Directors. Paul was the MP for Port Waikato, then Hunua from 1999 – 2014. He chaired the Health Select Committee from 2008-2014 and was awarded the NZ Medical Association's award for outstanding contribution to health services in 2014. His other interests include science and innovation, sport, music and fishing and he enjoys spending time with his family.

Jonathan Mason

MBA, MA, BA

Jonathan Mason has extensive commercial experience. He has worked in financial management positions in the oil and gas, chemicals, forest products and dairy industries in New Zealand and the USA for International Paper, ExxonMobil Corporation, Cabot Corporation and Fonterra. Jonathan also has experience as a non-executive director on boards in both New Zealand and the USA and his current directorships include Air New Zealand Limited, Westpac New Zealand Limited and Zespri Group Limited. He is also an Adjunct Professor of Management at the University of Auckland, focusing on finance.

Dame Paula Rebstock

BSc (Econ), Dip & MSc (Econ)

Dame Paula Rebstock is a leading Auckland-based economist and company director, who was made a Dame Companion of the New Zealand Order of Merit in 2015. She is Chair of NZ Healthcare Investments (Asia Pacific Healthcare Group), Kiwi Group Holdings, National Hauora Coalition, Ngāti Whātua Ōrākei Whai Maia and the New Zealand Defence Force Board and a director of SeaLink Group, Auckland One Rail and AIA. Dame Paula is the former Chair of the New Zealand Commerce Commission.

Alastair Bell

BCOM, CA, CMINSTD, PMP, JP

Alastair Bell is a chartered accountant, chartered director and qualified member of the Project Management Institute. He has more than 30 years' experience in the corporate, public and not-for profit sectors. Alastair balances his professional life between board roles and leading a consultancy specialising in business and infrastructure projects. He is an elected Trustee of Entrust, chairing the Entrust board's Regulation and Policy Committee. Formerly, he was Deputy Chair of Foundation North. Alastair is also Chair of the Orakei Community Association and a trustee of the Motutapu Restoration Trust.

Doug McKay

ONZM, BA, AMP (HARVARD)

Doug is Chairman of the Bank of New Zealand and Eden Park Trust Board and has directorships with Genesis, National Australia Bank (NAB), IAG New Zealand Limited and Fletcher Building Limited. Doug began his career with Procter & Gamble, working in a number of roles both in New Zealand and overseas and subsequently worked in Managing Director and Chief Executive roles with Lion Nathan, Carter Holt Harvey, Goodman Fielder, Sealord and Independent Liquor where he was also Chairman.

Doug was the inaugural Chief Executive of the amalgamated Auckland Council until the end of 2013.

How to get there

DIRECTIONS TO EDEN PARK FROM THE SOUTHERN MOTORWAY:

Take the Khyber Pass Road exit and continue until you reach Symonds Street (750m).

Turn left onto Symonds Street (160m) keep right and continue onto New North Road (500m).

Stay on New North Road (900m) then take a slight left onto Sandringham Road (850m).

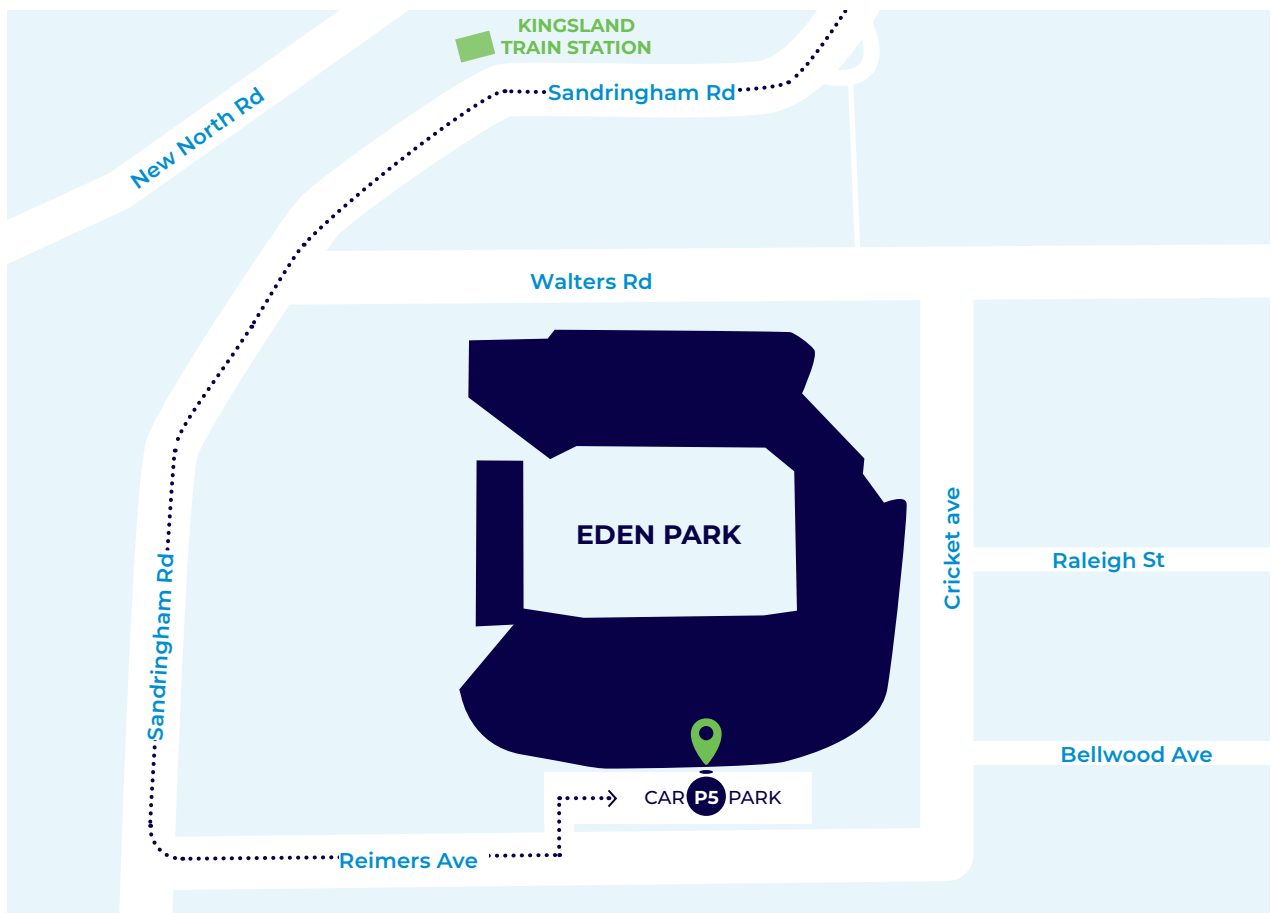
Turn left onto Reimers Ave (400m).

Entry and free parking is available in Car Park P5 off Reimers Avenue, please enter via Gate G. Security will assist with directing you to the nearest available car parking spaces.

Take the lift to Level 4 and enter the World Cup Lounge.

The closest train station is Kingsland train station.
For full route, timetable and fare information call Auckland Transport on 09 366 6400 or 0800 10 30 80 or visit www.at.govt.nz/bus-train-ferry

EDEN PARK LOCATION



Virtual Meeting Guide

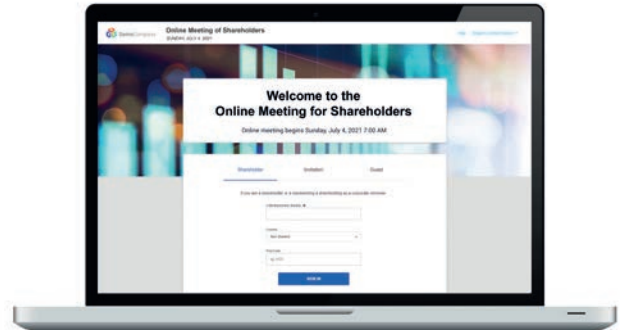
HOW TO PARTICIPATE IN VECTOR'S VIRTUAL MEETING

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Visit: <https://meetnow.global/nz>

ACCESS

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

Contact

If you have any issues accessing the website please call +64 9 488 8700.

NAVIGATION



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.

Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.

Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.

