

**Notice is hereby given that a combined 2021 & 2022 Annual General Meeting for Maori Investments Limited (MIL) will be held:**

**Date:** Friday 18 November 2022 at 10.00 am.

**Venue:** Whakatane Baptist Church, 67 Keepa Rd, Coastlands in Whakatane.

Postal voting will close on **Tuesday 15 November 2022**. Please ensure your forms are returned by the due date.

## Important Information

The Board of Directors will be seeking a special resolution to amend the Constitution so that the Director voting will be via postal and electronic votes only. The Board's recommendation is that no floor votes will be taken going forward, with the outcome being that the results will be announced at the Annual General Meeting. An explanatory note is included.

Please note that the Annual General Meetings are for shareholders and/or their proxies only. **Children are not allowed so please be advised.**

Registrations are open from 8.30 am on the day. If you are sick, please be mindful of others and stay home.

## Business of the Meeting

- A. Chair's Address & Report**
- B. Election of Directors: *Presentations by Nominees***

Mr. John Wayne O'BRIEN is due to retire by rotation at the 2022 AGM. Being eligible, John has offered himself for re-election. Mr Tiaki HUNIA and Mr Anthony OLSEN have also offered themselves for election.
- C. Chief Executive's Report**
- D. Financial Statements & Reports**
- E. Resolution 1: *Receive the Audited Financial Statements of the Group for the financial year ending 30 June 2022.***
- F. Resolution 2: *Appointment of Auditor***

To re-appoint William Buck Audit (NZ) Limited as the auditor of the Group for the current financial year ending 30 June 2023.
- G. Resolution 3: *Special Resolution***
  1. **Approve** the adoption of the Constitution for the Company in accordance with section 32(1) of the Act; and
  2. **Authorise** the Company or any of its authorised nominees or advisors (as appropriate) to take all steps, sign all documents and do all other things necessary, desirable, as a result of, in connection with, or to give effect to, the below resolution, including, but not limited to updating the New Zealand Companies Office in accordance with section 32(3) of the Act.



## Request for Annual Report

To request a copy of the Annual Report in advance of the meeting, please contact Māori Investments Limited Waterhouse St, Extension, PO Box 229, Kawerau 3169. Copies will also be available at the AGM.



**Call us on**

**0800 645 123 or 07 323 8146**



**Email**

**info@maoriinvestments.co.nz**

## Explanatory Note

### INTRODUCTION

This is a vote for the shareholders of Māori Investments Limited. With the extreme disruption caused by the pandemic and the likely impact of future pandemics, the Board of Directors seek approval for this special resolution to be adopted by the shareholders of Māori Investments Ltd to amend the Constitution.

The reasons for amending the Constitution are to limit the method of voting for electing Directors by way of electronic and postal voting, as opposed to votes being cast in person at the Annual General Meeting.

### BACKGROUND

A. Pursuant to section 32(2) of the Act, the shareholders of the Company (the **Shareholders**), wish to approve, by way of a special resolution, the Company altering the Constitution (the **Constitution**).

**RESOLVES** that the Shareholders, by way of special resolution:

1. **Approve** the adoption of the Constitution for the Company in accordance with section 32(1) of the Act; and
2. **Authorise** the Company or any of its authorised nominees or advisors (as appropriate) to take all steps, sign all documents and do all other things necessary, desirable, as a result of, in connection with, or to give effect to, the above resolution, including, but not limited to updating the New Zealand Companies Office in accordance with section 32(3) of the Act.

### CONSTITUTION

The draft amendments are set out below:

#### VOTING

8.5.1 By deleting subclauses (1) and (2) and replacing them with the following:

"(1) *In the case of a meeting of shareholders held under clause 3(a), except where voting is for election of directors as contemplated by subclause (14) voting shall be by whichever of the following methods is determined by the chairperson of the meeting:*

*(a) voting by voice; or*

*(b) voting by show of hands.*

"(2) *In the case of a meeting of shareholders held under clause 3(b) or (c), except where voting is for election of directors as contemplated by clause subclause (14) unless a poll is demanded, voting at the meeting shall be by any method permitted by the chairperson of the meeting.*

8.5.4 By adding the following subclause (14):

"(14) *Notwithstanding any other provision in this clause 5, voting for election of directors of the Company must be way of electronic or postal vote in accordance with the provisions of the Constitution"*

### CALCULATION OF VOTE

Under the Act, the Constitution may only be amended by special resolution as set out above. (75% of the votes of those shareholders entitled to vote and voting on the question)

For a successful vote, the requirements are that 75% of shareholders of Māori Investments Ltd who participate in the vote, agree to allow the Board of Directors to amend the Constitution as set out above.

Ngā mihi,  
*Kiriwaitangi Rei*

CEO | Māori Investments Limited



**John O'BRIEN**

Ko Pūtauaki te maunga  
Ko Rangitaiki te awa  
Ko Ngāti Awa te iwi  
Ko Pahipoto te hapu  
Ko Kokohinau te marae  
Ko John O'Brien ahau

Kia ora koutou,

I am standing for the Board again as I still have a passion to continue to help grow Māori Investments Limited (MIL) for the benefit of all our shareholders. It has been an absolute privilege and honour to serve on the Board of MIL for the past (10) years with the last (5) as Chairman.

It's been encouraging and a pleasure to oversee the growth of MIL particularly in the increased employment opportunities, being provided for our own descendants and the increased range of grants shareholders can now access.

Thank you, shareholders, for your support over my (10) years as a Director of MIL, I commit to continue to work hard on your behalf and I look forward to the mahi ahead if I have your support again.



**Tiaki HUNIA**

Ko Pūtauaki te maunga  
Ko Rangitaiki te awa  
Ko Ngāti Awa, Te Aupouri me  
Ngāti Pikiao ngā Iwi  
Ko Tiaki Hunia tōku ingoa

Tēnā koutou katoa,

I'm excited to stand as a candidate for the board of Māori Investments Ltd. As a previous director and chairman of both Māori Investments and Tarawera Land Company, I understand the direction, strategy, and assets of the company in depth.

I know all the board members well to ensure a smooth transition if elected, furthermore the board and management should be congratulated for how its navigated the challenges of COVID-19 and its associated impacts over the last 3 years.

I have a background in senior leadership roles across both corporate and Māori sectors with a strength in the primary sector, an experienced director, and a current member of the Institute of Directors with both BA and LLB degrees.

Kia Ora.



**Anthony OLSEN**

Ko Ruawahia te maunga  
Ko Tarawera te awa,  
ko whiti atu te moana nui o Kiwa  
Ko Ngati Rangitihī te Iwi  
Ko Mokouiarangi te tangata  
Ko Rangiaohia te marae

**Ko Anthony Whareraupo Olsen taku ingoa he uri ahau o Te Whareraupo Renata no Ngati Umutahi me Hori Pawa no Ngati Kahupāke.**

I am excited to be part of a board to facilitate current and future opportunities for Māori Investments Limited, that contributes to its future success. Growing the commercial portfolio of Māori Investments Limited is vital especially in the current economic climate. Investments that provide for the environmental sustainability of our Taiao should be a cornerstone of the board's decisions.

I bring a strong background in governance and management, having been a Board member, CEO & GM in the private and public sectors. My current mahi as a Principal Advisor reflects my very strong earth science background.