



16 August 2021

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF SEADRAGON LIMITED**

Notice is hereby given to all shareholders that the annual meeting of shareholders (**Meeting**) of SeaDragon Limited (**SeaDragon or Company**) will be held by an online meeting using the Company's share registrar's virtual meeting platform at [www.virtualmeeting.co.nz/sea21](http://www.virtualmeeting.co.nz/sea21) on **Thursday, 16 September 2021 at 2pm** (New Zealand time).

Further information on the virtual meeting platform, including how to participate, vote and ask questions, is set out under the "Important Information" section of this notice of meeting.

### **AGENDA**

#### **A. Apologies and Executive Chairman's introduction**

#### **B. Business update**

#### **C. Financial statements**

To receive and consider the financial statements and the auditors' report for the year ended 31 March 2021 as contained in the Company's 2021 Annual Report

#### **D. Resolutions**

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

##### **Resolution 1 – Election of Jake Silverstein as a director on the Company**

*"That Jake Silverstein be elected as a director of the Company"*

##### **Resolution 2 – Re-election of Jeremy Curnock Cook as a director on the Company**

*"That Jeremy Curnock Cook be re-elected as a director of the Company"*

##### **Resolution 3 – Auditor fees and expenses**

*"That the directors of the Company be authorised to fix the fees and expenses of the Company's auditor"*

***Please see the Explanatory Notes in respect of each resolution below.***

***The directors of the Company unanimously recommend that the shareholders of the Company vote in favour of all resolutions.***

**By order of the Board**

**ENDS**

#### **Contact:**

Bryan Mogridge  
Executive Chairman  
Tel: +64 21 931 355

***This notice of meeting is an important document and requires your immediate attention. It should be read in its entirety. It has been prepared to advise you of the forthcoming Meeting and to assist you in understanding the resolutions to be put to shareholders for consideration at the Meeting. The directors encourage you to read this notice of meeting and exercise your right to vote.***

***If you do not understand any part of this document or are in doubt as to how to deal with it, you should consult your broker or other professional adviser as soon as possible.***

## EXPLANATORY NOTES

### **Resolution 1 – Election of Jake Silverstein as a director of the Company**

Mr. Silverstein was appointed by the board of directors of the Company (the **Board**) on 11 December 2020 and, in accordance with clause 20.5 of the constitution of the Company (the **Constitution**), offers himself for election at the Meeting.

Mr. Silverstein is Chairman & CEO of Stormlight Holdings, the private investment firm of the Silverstein family, and leads his family's investment activities across a wide variety of high-quality assets in the United States and New Zealand.

The Board considers that Mr. Silverstein does not qualify as an Independent Director (as that term is defined in the Constitution) for the purposes of clause 20.1(a) of the Constitution.

### **Resolution 2 – Re-election of Jeremy Curnock Cook as a director of the Company**

Mr. Curnock Cook was a Shareholder-Appointed Director, as per clause 20.3(b) of the Constitution. However, due to shareholding changes, he is no longer a Shareholder-Appointed Director. Mr. Curnock Cook accordingly offers himself for re-election at the Meeting.

Mr. Curnock Cook is the founder and Managing Director of BioScience Managers. Over his career, Jeremy has successfully managed in excess of US\$1billion in equity investments and is a former head of the team at Rothschild Asset Management.

The Board considers that Mr. Curnock Cook does not qualify as an Independent Director (as that term is defined in the Constitution) for the purposes of clause 20.1(a) of the Constitution.

### **Resolution 3 – Auditor fees and expenses**

Baker Tilly Staples Rodway Audit Limited is automatically reappointed at the Meeting as the auditor of the Company under section 207T of the Companies Act 1993. Section 207S of the Companies Act provides that, if the auditor is appointed at a meeting of the company, the fees and expenses of the auditor must be fixed by the company at the meeting or in the manner that the company determines at the meeting. Resolution 3 accordingly authorises the directors of the Company to fix the fees and expenses of the auditor for the financial year ending 31 March 2022.

## IMPORTANT INFORMATION

### **Virtual Shareholder Meeting**

Shareholders will only be able to participate in the Meeting online via the virtual meeting platform at [www.virtualmeeting.co.nz/sea21](http://www.virtualmeeting.co.nz/sea21). Shareholders cannot attend the Meeting in person.

To attend online via the virtual meeting platform, you will require your CSN/Holder Number for verification purposes. Please join online at least five minutes prior to the start time.

Shareholders attending and participating in the Meeting online via the virtual meeting platform will be able to vote and ask questions during the Meeting.

More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

The Company also offers the facility for Shareholders to submit questions to the Board in advance of the Meeting at <http://investorcentre.linkmarketservices.co.nz/voting/SEA>, or by using the Proxy Form. The Chairman of the Meeting will answer as many of the most frequently asked questions as possible during the Meeting.

You may also appoint a proxy and direct your votes in advance of the Meeting. Please see below.

### **Proxies**

Any Shareholder who is entitled to attend and vote at the online Meeting may appoint a proxy to attend and vote at the online Meeting. A proxy does not need to be a Shareholder. If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, then the proxy will vote or abstain from voting as he or she sees fit.

If, in appointing a proxy, you do not name a person as your proxy but otherwise complete the proxy form in full, or your named proxy does not attend the online Meeting, the Chairman of the Meeting will act as your proxy and may only vote in accordance with your express direction.

The Chairman of the Meeting is willing to act as proxy for any Shareholder who wishes to appoint him. To appoint the Chairman of the Meeting simply tick the box allocated next to "The Chairman of the meeting" on your Proxy Form.

If the Chairman of the Meeting is appointed as a proxy and you have given your proxy discretion to vote as he or she sees fit, the Chairman of the Meeting will vote in favour of all resolutions.

If you wish to mail the Proxy Form then please send it to our Share Registrar, Link Market Services Limited, using the reply-paid envelope provided. The form may also be emailed to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com) or posted to Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand.

The completed Proxy Form must be received by our Share Registrar no later than 2pm (New Zealand time) on 14 September 2021. Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit the Link Market Services Investor Centre at <http://investorcentre.linkmarketservices.co.nz/voting/SEA>. You will require your CSN/Holder number and Authorisation Code (FIN) to securely access the website. Follow the prompts to complete your proxy appointment and vote.

### **Ordinary Resolutions**

The business for the Meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution that is approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolution.

### **Voting**

Voting entitlements for the Meeting will be determined as at 5pm (New Zealand time) on 14 September 2021. Registered Shareholders at that time will be the only persons entitled to vote at the Meeting and only the ordinary shares in the Company registered in those Shareholders' names at that time may be voted at the Meeting.

## STATUTORY NOTICE

### **Electronic Annual Reports**

The latest Annual Report (which includes the Company's Financial Statements for the year ended 31 March 2021) is now available and can be viewed or downloaded by shareholders on the Company's website <https://www.seadragon.co.nz/invest/annual-reports/> at any time.

All future Annual Reports prepared by SeaDragon will similarly be made publicly available on our website (as noted above).

If, at any time, you wish to receive (free of charge) a printed copy of the 2021 Annual Report or any future Annual Report, please update your communication preference by visiting the Link Market Services Limited Investor Centre at <https://investorcentre.linkmarketservices.co.nz>. You will need your CSN/Holder Number and Authorisation Code (FIN) to access to your holding information.

Due to a recent regulatory change, SeaDragon will make its Annual Reports available by electronic means, and only provide printed copies to investors who have elected to receive them in that form. As a result of these new regulations, any previous instructions you have given us in respect of sending printed copies of our Annual Reports will no longer apply. You will need to make a new request in accordance with the instructions in this Notice if you wish to continue to receive hard copies.

To minimise waste, SeaDragon has a strong preference for investor communications to be distributed electronically. If you have not already done so, we encourage you to receive investor communications via email. This is an efficient and cost-effective method of communication. To receive future investor communications electronically please provide or update your details online at any time by visiting the Link Investor Centre (as noted above).

Alternatively, shareholders will need to write to:

Link Market Services Limited  
PO Box 91976, Auckland 1142  
New Zealand

or email: [operations@linkmarketservices.co.nz](mailto:operations@linkmarketservices.co.nz)

(insert SeaDragon in the subject heading, provide your full name and CSN/Holder Number)