

# Notice of Annual Shareholders' Meeting 2025

The Annual Meeting of Motor Trade Finance Limited (**MTF** or the **Company**) will be a hybrid meeting held in person at **MTF National Office, Level 1, 98 Great King Street, Dunedin**, and online at Computershare's online web platform at [www.meetnow.global/nz](http://www.meetnow.global/nz) (see the Virtual Meeting guide released with this Notice of Meeting for more information on how to participate online) on **Tuesday 11 February 2025 commencing at 2:00 pm**.

## ***Meeting Agenda***

- 1. Opening and apologies**
- 2. Board Chair – opening address**
- 3. Deputy Chair – board update**
- 4. CEO – business update**
- 5. Annual report and financial statements**

To receive and consider the annual report, including the financial statements, for the year ended 30 September 2024.

## **6. Resolutions**

### **(a) Election of directors**

There are **two (2)** nominations for **one (1)** position.

In accordance with clause 90.1 of the Company's constitution, Noel Johnston retires by rotation, and being eligible, Noel has offered himself for re-election.

Stephen Coutts has accepted a nomination for a shareholder director position, and being eligible, offers himself for election.

Please see Explanatory Note 1 for candidate biographies and an independent assessment of each candidate.

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

- (1) That Noel Johnston, who retires by rotation and is eligible for re-election, be re-elected as Director of the Company.
- (2) That Stephen Coutts, who is eligible and has accepted a nomination, be elected as a Director of the Company.

### **(b) Directors' remuneration**

That the remuneration of the directors be fixed as recommended by an Independent Review and as set out below:

Board role	Proposed remuneration (per annum)
Independent Chair	\$134,000
Deputy Chair	\$84,500
Director	\$70,000
Board subcommittee Chair	\$10,000

Please see Explanatory Note 2 for more information.

**(c) Auditor appointment and remuneration**

That the Board of Directors be authorised to appoint, and determine the fees and expenses of, the auditor of the Company for the ensuing year.

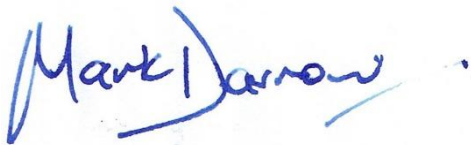
Further details are contained in Explanatory Note 3.

**7. Other business**

To transact any other business that may be properly brought before the Annual Meeting.

**8. Meeting close**

By order of the Board



**Mark Darrow**  
Board Chair  
[mark@darrow.co.nz](mailto:mark@darrow.co.nz)

# Procedural notes

## Hybrid meeting

All shareholders will have the opportunity to attend and participate in the 2025 Annual Meeting in person at MTF National Office, Level 1, 98 Great King Street, Dunedin, or online through the Computershare Meeting Services web platform.

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.

## Entitlement to vote

The persons entitled to vote on the resolutions at this Annual Meeting will be those persons who were the ordinary shareholders of MTF at **5.00 pm on Sunday, 9 February 2025**.

## Casting your vote

There are several possible ways to cast your vote. We recommend that you cast your vote using the electronic (postal) and Proxy Vote facility ahead of the meeting. See details on this section below.

Alternatively, you can attend and vote in person at the Annual Meeting – You can participate and cast your vote at the meeting in person via ballot paper or online via the Computershare Meeting Platform [www.meetnow.global/nz](http://www.meetnow.global/nz). Please refer to the attached Virtual Meeting Guide for more information.

## Electronic (postal) and Proxy Voting

You can lodge your electronic (postal) vote or proxy appointment:

- (a) **Online** – at [www.investorvote.co.nz](http://www.investorvote.co.nz) or by scanning the QR code on the Voting/Proxy Form with your smartphone.
- (b) **Post/email** – by completing the Voting/Proxy Form attached to your Notice of Meeting and posting it in the envelope provided or emailing to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

A Electronic Postal/Proxy Voting Form (the **form**) is enclosed with this Notice of Annual Meeting. To be effective, the form must be lodged with the Company's share registry Computershare in accordance with the instructions on the form **not later than 2pm on Sunday, 9 February 2025**.

**Any proxy appointments received after this time will be null and void. Any votes cast at the meeting by non-qualifying proxies will be excluded from the resolutions' vote count.**

A shareholder may appoint "The Chair of the Meeting" as Proxy. Where a direction is not given to the Chair as to how to cast the vote on any Resolution, then the Chair intends to abstain from voting, therefore is not a recommended option.

If, in appointing a proxy (i.e. you mark any of the PROXY DISCRETION boxes or the YES box in Step 1 of the Voting Form), you inadvertently do not name someone to be your proxying Step 2 of the Voting Form, or your named proxy does not attend the meeting (virtually), the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

## Voting process

All resolutions are ordinary resolutions and must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

## Technical difficulties

Whilst we will have contingencies in place, technical difficulties may arise during the course of the meeting due to risks associated with holding the meeting online. The Chair of the meeting has discretion as to whether, and how, the online meeting should proceed in the event of a technical difficulty. Where the Chair considers it appropriate, the Chair may continue to hold the in person meeting and transact business, including conducting voting in accordance with valid proxy instructions.

**For this reason, and to assist in the efficiency of the meeting, even if you plan to attend the 2025 Annual Meeting online or in person, we strongly encourage you to submit an electronic (postal) vote so that your vote will be counted if for any reason you cannot vote on the day.**

## Explanatory Notes

### 1. Resolution 1: Election of director

**Candidate: Noel Johnston**

**MTF Originator: Since 1985**

**MTF Board Member: Appointed March 2019**

Noel Johnston retires by rotation and being eligible, offers himself for re-election.

#### **Candidate biography (supplied by the candidate)**

Noel is a Dunedin-based business owner with current franchises situated in the Central City and South Dunedin. He lives in Dunedin with his wife and two daughters, who are both attending the University of Otago.

Noel has been in business and involved in the motor industry for more than 40 years, during which time he has been an originator and shareholder with MTF writing significant vendor channel funding across a number of successful businesses.

Noel has demonstrated a long-term commitment to MTF, being a shareholder since 1985. He started as a car dealer, developing his business into importing and wholesaling, specializing in 4WDs and a dedicated \$7990 yard. In 2008 he started his first MTF franchise in Dunedin. He has continued to invest in MTF as a 50% shareholder in MTF Invercargill which was sold in 2022 to his business partner. He is currently a 50% shareholder in MTF Central Otago and recently purchased MTF Dunedin South.

Noel is immensely proud of his long association with MTF. He has taken a keen interest in the governance of the company for numerous years and is proud to have served you on the MTF board since 2019. Noel has been an active member of the Credit and Nomination committees, and the Business Transformation Working Group. He is a passionate and committed board member who embraces change and prides himself on being accessible to all stakeholders.

Noel is also proud of the company achievements he has been a part of whilst on the board, including growth of the company; record originator payouts and continued increased share value. He believes that the future of MTF is in making sure that strategically, the company is well positioned to face challenges, embrace new opportunities, and develop new products to grow market position.

As a Director, Noel brings a sophisticated and practical understanding of how business works to ensure maximum value for all stakeholders and shareholders. He is a member of Business South Inc and the Institute of Directors (IOD). He has a clear understanding of the separation between management and governance, brings a governance style that is reasoned and inclusive, is confident of putting up an argument for or against any idea and very comfortable advocating for stakeholders.

Noel would very much appreciate your continued support and vote in relation to his reappointment to the Board. He can assure you of his ongoing unwavering commitment to building further shareholder and stakeholder value within what is one of New Zealand's leading financial institutions.

If you have any queries or would like to discuss further, please contact him on 0274 335 533 or email [noel.johnston@mtf.co.nz](mailto:noel.johnston@mtf.co.nz)

## **Candidate: Stephen Coutts**

### **MTF Originator: Since July 1995**

Stephen Coutts has accepted a nomination for a shareholder director position, and being eligible, offers themselves for election.

#### **Candidate biography (supplied by the candidate)**

I am Stephen Coutts, and I proudly celebrate 30 years in the automotive industry under the Cartown umbrella. I am seeking a role as a Director with MTF: I bring a wealth of experience and insight that I believe will be invaluable to our cooperative.

I began my journey in the motor vehicle industry at the age of 23 and have successfully transitioned from used vehicles to franchises such as MG, GWM, and Foton. For the last three years I have served on the MTF Dealer Advisory Council, deepening my understanding of our unique cooperative business model and providing insights from a dealer perspective in the rapidly evolving finance industry.

As the third-largest MTF Dealer shareholder Cartown has historically relied on MTF for 100% of our finance needs but that figure has dwindled to just 5%. This shift represents a missed opportunity for both Cartown and MTF, highlighting the potential for dealerships to drive MTF's growth.

At Cartown, we prioritise customer relationships, with many repeat customers aligning with MTF's focus on lasting connections. As the successful regional dealership for GWM, we have navigated economic challenges and expanded with a new showroom. Our understanding of customer needs positions us to help rebuild the MTF brand within dealerships.

At Cartown, we believe in giving back to the community. We have actively participated in local charity events and initiatives, such as Arohanui Hospice, Centrepoint Theatre and Manwatu Hockey, which have strengthened our ties to the community and enhanced our brand reputation.

My passion for the automotive and finance industries drives my desire to serve on the MTF board. I am dedicated to ensuring that MTF not only meets the needs of its dealers but also thrives as a cooperative that supports all stakeholders.

Serving on the MTF board is more than just a professional opportunity for me; it is a chance to give back to an organisation that has been instrumental in my career. I am committed to offering a balanced perspective that prioritises the greater good of all shareholders, staff, and clients. Together, we can cultivate a stronger MTF that not only meets the needs of our shareholders but also thrives in today's competitive landscape. I look forward to the opportunity to contribute to MTF's future success and growth. Thank you for considering my candidacy.

If anyone would like to chat about my submission feel free to contact me: phone - 0274533636  
email - [stephen@cartown.co.nz](mailto:stephen@cartown.co.nz)

## 2. Resolution 2: Directors' remuneration

Leading governance consultants, Board Dynamics, were engaged to perform an independent review of director remuneration as part of MTF's two year review cycle.

The independent benchmarking exercise considered current remuneration of Chairs and Directors who serve on Financial Services boards in the private sector in New Zealand, together with listed companies, and other New Zealand entities with similar revenue sizes. Their recommendation for MTF Directors fees are as follows:

- Board Chair fees be increased from current level of \$124,000 to \$134,000
- Director fees be increased from current level of \$65,000 to \$70,000
- Board Subcommittee Chair fees be increased from current level of \$8,000 to \$10,000

The last increase in director fees was in March 2023. The Deputy Chair role was filled in December 2022 and had no additional remuneration. The fee for the Deputy Chair was revised up to \$84,500 at the 2024 AGM to reflect the increased workload of the position.

The MTF Board have considered the recommendations and believe this is fair remuneration for the increasing workload involved in governing MTF to continue to deliver value.

**Table 1: Proposed and Historical Director Fees**

	2025	2024	2023	2022	2021
<b>Chair</b>	<b>\$134,000</b>	\$124,000	\$124,000	\$115,000	\$90,000
<b>Deputy Chair</b>	<b>\$84,500</b>	\$84,500	\$65,000	-	-
<b>Director</b>	<b>\$70,000</b>	\$65,000	\$65,000	\$60,000	\$53,000
<b>Committee Chair</b>	<b>\$10,000</b>	\$8,000	\$8,000	\$5,000	\$5,000
<b>Total Fee Pool</b>	<b>\$528,500</b>	\$492,500	\$473,000	\$430,000	\$360,000
<b>% Change</b>	<b>7%</b>	4%	10%	19%	0%

The proposed fees are for the financial year with effect from 1 October 2024.

## 3. Resolution 3: Auditor appointment and remuneration

Deloitte Limited is the existing auditor of the Company and has indicated its willingness to continue in office.

This resolution authorises the board to appoint the auditor and fix the fees and expenses of the auditor for the ensuing year for the purposes of section 207S of the Companies Act 1993.