

Notice of Special Shareholders' Meeting 2024

The Special Shareholders' Meeting of Motor Trade Finance Limited (**MTF Finance** or the **Company**) will be a virtual meeting held via Computershare's online web platform at www.meetnow.global/nz (see the Virtual Meeting guide released with this Notice of Meeting for more information on how to participate online) on **15 October 2024 commencing at 2 pm**.

Any changes to the constitution require the support and approval of the ordinary shareholders of MTF Finance by a special resolution. Further information relating to this resolution is set out in the Explanatory Notes accompanying this Notice of Meeting. Please read and consider the resolution together with those notes.

Meeting Agenda

- 1. Opening and apologies**
- 2. Chair – opening address**
- 3. Proposed amendments to the Company's constitution**

The existing constitution of the Company was adopted in 2011, with some minor alterations in 2020. To align with commercial and structural developments of the Company over time, and to update the Company's constitution so that it reflects current law as it applies to the Company, and is shorter, simpler, and fit for purpose for the Company's present and future business plans, the Board proposes to update the Company's constitution.

The key changes to the Company's constitution are detailed in the Explanatory Notes on page 5. For completeness, the following copies of the constitution are provided in full with this Notice of Meeting for your information and reference:

- (a) Comparison between MTF Finance's existing registered constitution and amended constitution; and
- (b) Clean copy of MTF Finance's amended Constitution.

In accordance with clause 4 of the Company's constitution and section 32(2) of the Companies Act 1993 (**Act**), the Shareholders may alter the Company's constitution by special resolution (meaning a resolution approved by a majority of 75% or more of the Shareholders entitled to vote and voting on the question).

For completeness, the Board is of the view that the rights attached to the perpetual preference shares in the Company are not affected by the proposed alterations to the Company's constitution.

For the avoidance of doubt, unless otherwise defined, capitalised terms used throughout this Notice of Special Meeting will have the meaning given to them in the Company's constitution.

4. Resolution

Alterations to constitution – Special Resolution of all Ordinary Shareholders

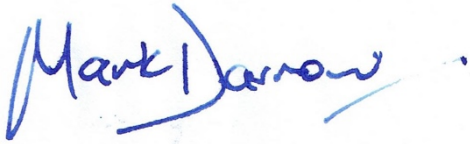
To consider, and if thought fit, to confirm and approve the alterations to the Company's constitution in the form proposed by the Board (and **enclosed** herewith) by passing the following Special Resolution of all Shareholders:

“That the Company alter its existing constitution by making the amendments and additions to the constitution as set out in the altered form of the constitution as provided with this Notice of Meeting.”

Further details of the key changes to the Company’s constitution are contained in the Explanatory Notes on page 5.

5. Meeting close

By order of the Board.

A handwritten signature in blue ink that reads "Mark Darrow". The signature is written in a cursive style with a long horizontal stroke at the end.

Mark Darrow

Board Chair

mark@darrow.co.nz

Procedural notes

Virtual meeting

All Shareholders will have the opportunity to attend and participate in the 2024 Special Meeting online through the Computershare Meeting Services web platform at www.meetnow.global/nz.

To access the virtual meeting, click 'Go' under the Motor Trade Finance Limited meeting and then click 'Join Meeting Now'. By using the web platform, you will be able to watch the Meetings 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 Special Meeting will be those persons who were the Ordinary Shareholders of MTF Finance on **Sunday, 13 October 2024 at 5 pm**.

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 in this section below.

Alternatively, you can attend and vote in person at the Meeting – You can participate and cast your vote at the meeting online via the Computershare Meeting Platform www.meetnow.global/nz.

Please refer to the **enclosed** 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 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 Special Meeting and posting it in the envelope provided or emailing to corporateactions@computershare.co.nz.

An Electronic Postal/Proxy Voting Form (the **form**) is enclosed with this Notice of Special 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, 13 October 2024**.

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 Chairperson as to how to cast the vote on any Resolution, then the Chairperson 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 Chairperson of the meeting will be your proxy and will vote in accordance with your express direction.

Voting process

Voting at the Meeting will be by way of poll. The resolution is a special resolution and must be passed by a majority of 75% or more of the votes of those Shareholders entitled to vote and voting on the resolution.

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 online 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 2024 Special Meeting online, 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

See below a table setting out the key changes to the Company's constitution and their effect on the rights attaching to Shares held by the Ordinary Shareholders.

For completeness, the Board is of the view that the rights attached to the holders of perpetual preference shares (**PPS**) are not affected by the proposed changes to the Company's constitution.

A marked up copy of the existing Constitution showing all of the proposed changes and a clean copy of the proposed new Constitution can be viewed on the Company's website: www.mtf.co.nz/about/investors

No.	Clause ref.	Subject	Effect on Ordinary Shareholders
1.	3 - 7	Relationship between Constitution and the NZX Listing Rules	Nil. Statement of applicable law.
2.	9 & 10	Clarification that only Shareholder Originators are entitled to receive distributions, commissions, incentives and returns in proportion to the amount and profitability of finance receivables introduced by the Shareholder Originator to the Company. Further clarification that PPS are not entitled to vote on alterations or revocation of the Company's constitution. This was already implicit on the basis that alterations or revocation of the constitution were subject to special resolution of shareholders entitled to vote and voting on the question, and PPS are not entitled to vote so excluded in any event.	Nil. Clarification.
3.	11 - 16	Previous clauses 10 – 15 which have been repositioned within the Constitution. No substantive changes otherwise. To note, the previous definitions of 'class' and 'interest group' in previous clause 11 have been moved to the 1.1 (Definitions).	Nil.
4.	17	General restriction on any Shareholder holding more than or equal to 10% of the voting rights in the Company included.	Subject to clause 42 (Restrictions on Share Issues) and clause 56 (Further Restrictions on Share Transfers), no Ordinary Shareholder may hold or control more than or equal to 10% of the voting rights in the Company.
5.	18 - 25	Clauses moved and repurposed from the Fifth Schedule (now deleted and superseded by the general 10% restriction). No substantive changes otherwise.	Nil. Clauses moved within constitution.
6.	26 & 27	Previous clauses 8 & 9. No substantive changes otherwise.	Nil. Clauses moved within constitution.
7.	29	Exclusion of section 45 of the Companies Act 1993 inserted to reflect the existing intention.	Nil. Clarification.
8.	32	Board's power to issue new shares on pro rata basis clarified to apply to shares of the same Class in order to avoid unintended consequences of issues as between Classes of shares.	Nil.
9.	Previous clause 22	Deletion of Board's right to issue new shares to employees (together with consequential and supporting changes).	Nil.
10.	36.4	Inclusion of new subclauses (d) and (e) as conditions of holding shares. Subclause (d) provides that the Board require a Shareholder Originator to transfer any of its Shares to another Shareholder Originator while subclause (e) allows the Board to require that the Shareholder Originators are persons of Good Standing. If the Shareholder does not comply with any condition imposed by the Board, the Board may compulsorily acquire that Shareholder's Shares by way of forfeiture.	Provides the Board with a new enforcement pathway via forfeiture pursuant to the Second Schedule for failure to comply with the provisions of the Constitution as a condition of holding shares.

No.	Clause ref.	Subject	Effect on Ordinary Shareholders
11.	41 & 55	Existing general 10% shareholding limit refined and reworked to introduce a clear ceiling on the number of shares any one person can hold..	Ordinary Shareholders are prohibited from becoming holders of more than or equal to 10% of the voting rights in the Company, whether by issue or transfer of Shares.
12.	42 & 56	20% shareholding limit (together with associates) reflective of the fundamental rule at clause 6 of the Takeovers Code.	Ordinary Shareholders either alone or together with their associates are prohibited from becoming holders of more than or equal to 20% of the voting rights in the Company, whether by issue or transfer of Shares.
13.	Previous clause 29	Deletion of provision restricting share issue resulting in any person or group of associated persons gaining effective control of the Company.	This provision has effectively been replaced and clarified by clauses 41-42 and clauses 55-56. Items 11 & 12 will apply to Ordinary Shareholders.
14.	62	Forfeiture of shares. This allows the Board to compulsorily acquire a defaulting Shareholder Originator's Shares by way of forfeiture, where: <ul style="list-style-type: none"> the Shareholder Originator's Originator Agreement is terminated or the Shareholder Originator is in default at any time; the Shareholder Originator has not originated or placed any finance receivables with the Company in accordance with its Originator Agreement in the preceding 12 months; or any Shareholder Originator ceases to comply with the conditions of holding Shares in accordance with clause 36.4. 	The Board may exercise its forfeiture rights against Ordinary Shareholders as set out in the Second Schedule for the reasons listed in clause 62.3.
15.	81	Meetings of holders of PPS. Clause added as a requirement of NZX Listing Rule 2.21.1(a).	Nil. Statement of applicable law.
16.	82	Required majority for extraordinary resolution of holders of PPS. Clause added as a requirement of NZX Listing Rule 2.21.1(b).	Nil. Statement of applicable law.
17.	88	Appointment and removal of directors. Managing Director removed as a Board position (together with consequential changes removing the concept). Number of directors increased by one. Board option introduced to appoint one Independent Director or Shareholder Director and some rigour around process and tenure.	Nil.
18.	89	Qualification as a director. Terms and rigour as to who may be a director included.	Nil.
19.	Previous clause 92	Managing Director provision removed.	Nil.
20.	90 - 95	Term, rotation and retirement of Shareholder Directors. Minor changes around process and rigour.	Nil.
21.	96	Vacation of office – 70 years age limit removed.	Nil.
22.	Previous clause 88	Alternate director provision removed.	Nil.
23.	Second Schedule	Clause 10 of the Second Schedule introduces further forfeiture rights in respect of Shareholder Originators (together with consequential and supporting changes) and cross-references clause 36.4. Sale price mechanism applicable to forfeited shares is also included.	Ordinary Shareholders may be required to forfeit Shares on the occurrence of certain events. See comment at item 10 above.
24.	Fifth Schedule	As referenced above, Fifth Schedule deleted and superseded by general 10% restriction, with elements moved and repurposed in the Constitution.	See comments at items 11-13.