



## **VERITAS INVESTMENTS LIMITED**

### **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**31 October 2016**

Notice is hereby given that the Annual Meeting of the Shareholders of Veritas Investments Limited for the year ended 30 June 2016 will be held at Regatta Room D, Pullman Hotel, Auckland, on Thursday, 17 November 2016 commencing at 10:00 am.

#### ***Important Dates:***

- **Meeting time:** 10:00 am, Thursday, 17 November 2016
- **Venue:** Regatta Room D, Pullman Hotel, Cnr Princes Street & Waterloo Quadrant
- **Last date for receipt of Proxy Forms:** 10:00 am, Tuesday, 15 November 2016 (being 48 hours before the commencement of the Annual Meeting of Shareholders)

## AGENDA

**A. Chairman's address**

**B. Shareholder questions** *(See Explanatory Note 1)*

Consideration of any shareholder questions submitted prior to the Annual Meeting of Shareholders (to the extent these questions have not already been addressed in the Chairman's address) and any shareholder questions raised at the meeting.

**C. Resolutions**

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

**Resolution 1:** Re-election of Tim Cook as a Director *(See Explanatory Note 2)*

*That Tim Cook, who is eligible for re-election, be re-elected as Director.*

**Resolution 2:** Authority for the Board to fix the auditor's fees *(See Explanatory Note 3)*

*That the Board be authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor.*

## **Directors' recommendation to approve the Resolutions**

All Directors have indicated that they will be voting the shares they hold or control in favour of both Resolutions.

## **Voting**

Voting entitlements for the Annual Meeting of Shareholders will be determined as at 10:00 am on Tuesday, 15 November 2016. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting of Shareholders and only the shares registered in those Shareholders' names at that time may be voted at the Annual Meeting of Shareholders.

If you are entitled to vote and wish to do so in person, you should attend the Annual Meeting of Shareholders and bring your Proxy Form with you to the meeting. A corporation may appoint a person to attend the meeting as its representative in the same manner as a proxy is appointed.

## **Proxies**

A Proxy Form is included with this Notice of Annual Meeting of Shareholders. Any Shareholder who is entitled to attend and vote at the Annual Meeting of Shareholders is entitled to appoint a proxy to attend the Annual Meeting of Shareholders and vote on his or her behalf. A proxy need not be a shareholder of Veritas.

Please see the Proxy Form for ways that you can return your completed Proxy Form to Link Market Services. A shareholder wishing to appoint a proxy can do so online in accordance with the instructions set out in the Proxy Form, or by completing the accompanying Proxy Form and returning it to Link Market Services. To be a valid appointment of a proxy, a completed Proxy Form must be received by Link Market Services by no later than 10:00 am on Tuesday, 15 November 2016 (being 48 hours before the time of the holding of the Annual Meeting of Shareholders).

If you appoint a proxy, you may either direct your proxy on 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 to grant your proxy that discretion. If you do not mark any box for a particular resolution, or the form is otherwise unclear, then your instruction will be to abstain. If you mark more than one box on a resolution, your vote will be invalid on that item. The Chair of the Annual Meeting of Shareholders intends to vote in favour of any discretionary proxies granted to the Chair on Resolutions 1 and 2.

## **Resolution requirements**

In order for each Resolution to be passed, it must be approved by a simple majority of the votes of Shareholders who are entitled to vote and vote on the Resolution, in person or by proxy.

## **Presentation materials**

Copies of presentation materials from the Annual Meeting of Shareholders will be available online shortly after the conclusion of the meeting.

On behalf of the Board

**Tim Cook**  
Chairman  
31 October 2016

## EXPLANATORY NOTES

### Note 1 – Shareholder questions

If you decide to vote online as per the instructions on the Proxy Form, you will be able to provide your questions as part of that process. Alternatively, please write your questions in the space provided on the Proxy Form and return it to Link Market Services as per the instructions on the Proxy Form.

### Note 2 – Re-election of Tim Cook as Director

Under NZX Main Board Listing Rules 3.3.11 and 3.3.12, one Director of Veritas is required to retire from office at the 2016 Annual Meeting of Shareholders. Such Director is eligible for re-election. The Director required to retire at this Annual Meeting of Shareholders is Chairman Tim Cook, who has been longest in office since his last election in 2014. Being eligible, Tim has offered himself for re-election at the Annual Meeting of Shareholders.

A brief profile for Tim is provided as follows:

Tim is the current Independent Chairman of the Veritas group, and chairs the Remuneration Committee and Audit Committee for Veritas.

He is also Chairman of SaferSleep Holdings NZ Limited, SaferSleep USA, Flossie.com Limited and the Auckland Heart Group, NZ's largest private cardiology practice. He is a Director of MyWave Limited, MyWave Holdings Limited and the NZX Main Board listed Plexure Group Limited. He is also a director of MoleMap NZ Limited.

His earlier management career includes senior retail and operational management roles in the supermarket, retail, franchising, food and fashion industry sectors.

From 2006 to 2011 he was a Director of the NZX Main Board listed Charlie's Group Limited. He was a member of the Finance and Audit Committee and Chairman of the Remuneration Committee for that company. He was heavily involved in Charlie's Group's sale to Asahi for \$129 million in 2011.

### Note 3 – Authority for the Board to fix the auditor's fees

PricewaterhouseCoopers is automatically reappointed as auditor under section 207T of the Companies Act 1993. Resolution 2 authorises the Board to fix the fees and expenses of PricewaterhouseCoopers as Veritas' auditor for the ensuing year.