

# Notice of 2019 Annual Meeting

ANNUAL MEETING 2019

**Heartland Group Holdings Limited invites you,  
our shareholders, to join us at our annual meeting.**

The meeting will take place on Tuesday 12  
November 2019 commencing at 10am (NZ time).  
It will be held in Christchurch at Chateau on the  
Park (DoubleTree by Hilton).

# Dear Shareholders,

On behalf of the board, I am pleased to invite you to the 2019 annual meeting of Heartland Group Holdings Limited (**Heartland Group**) which is to be held on 12 November 2019 at 10am (New Zealand time) at Chateau on the Park (DoubleTree by Hilton) in Christchurch.

At this year's annual meeting, we will be updating you on Heartland Group's performance for the 2019 financial year and discussing Heartland Group's strategy and plans for future growth.

Jeff Greenslade and I will be retiring and standing for re-election at the annual meeting. Shareholders will be asked to vote on our re-elections as directors. The board unanimously supports our re-election. You can read about my background and Jeff's background in the explanatory notes to this notice of meeting.

If you are unable to attend the annual meeting, I encourage you to cast a postal vote or appoint a proxy to attend and vote at the annual meeting on your behalf. Your personalised voting form accompanies this letter.

For those shareholders who are attending the annual meeting, please bring the enclosed voting form with you to assist with your registration.

You are invited to join the board and senior management for light refreshments at the conclusion of the meeting. I look forward to seeing you there.

Yours sincerely



**Geoffrey Ricketts**  
Chair of the board

# Agenda for the Annual Meeting

- A. Chair's Welcome and Address
- B. Chief Executive Officer's Review
- C. Shareholder Discussion
- D. Business

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

**Resolution 1: Re-election of Jeff Greenslade**

That Jeff Greenslade, who retires by rotation and is eligible for re-election, be re-elected as a director of Heartland Group.

Resolution 1 is an ordinary resolution, requiring approval by a majority (being more than 50%) of the votes of those shareholders entitled to vote and voting.

**Resolution 2: Re-election of Geoffrey Ricketts**

That Geoffrey Ricketts, who retires by rotation and is eligible for re-election, be re-elected as a director of Heartland Group.

Resolution 2 is an ordinary resolution, requiring approval by a majority (being more than 50%) of the votes of those shareholders entitled to vote and voting.

**Resolution 3: Auditor's remuneration**

That the board be authorised to fix the remuneration of Heartland Group's auditor, KPMG, for the financial year ending 30 June 2020.

Resolution 3 is an ordinary resolution, requiring approval by a majority (being more than 50%) of the votes of those shareholders entitled to vote and voting.

A brief description of each resolution is included in the explanatory notes. The board unanimously supports each resolution.

On behalf of the board,



**Geoffrey Ricketts**  
Chair of the board

30 September 2019

**Explanatory Notes – Resolutions 1 and 2:**

Re-election of Jeff Greenslade & Geoffrey Ricketts

Heartland Group's constitution and the NZX Listing Rules require each director to retire by rotation at least every three years. Although the Heartland Group directors do not need to rotate this year (given they were only appointed last year), the board considers it is prudent to start the rotation this year so that, going forward, two directors will rotate each year. Accordingly, this year Jeff Greenslade and Geoffrey Ricketts are standing for re-election.

Biographies for Jeff Greenslade and Geoffrey Ricketts are set out on the next page, together with a list of their current directorships.

**Explanatory Notes – Resolution 3:**

Auditor's Remuneration

KPMG will be automatically reappointed as Heartland Group's auditor under section 207T of the Companies Act 1993. It is proposed that the board be authorised to fix KPMG's remuneration for the year ending 30 June 2020 in accordance with section 207S of the Companies Act 1993.

## Jeff Greenslade

LLB



### **Heartland Group Executive Director and Chief Executive Officer**

#### **Term of office**

Appointed 31 October 2018

#### **Board committees**

Member of the Heartland Group Corporate Finance Committee.

Jeff joined the Heartland Group as Chief Executive Officer of MARAC Finance Limited (MARAC) in 2009 and successfully guided the merger of Southern Cross Building Society, CBS Canterbury and MARAC to become Heartland in 2011.

Together with the board, Jeff has set the strategy for Heartland focusing on delivery of best or only products to markets that are under-served by the other banks using low cost intermediated, direct and digital channels.

Jeff is a member of Champions for Change, an organisation facilitating the exchange of ideas with peers of appropriate ways to improve diversity and inclusion.

#### **Current directorships**

Heartland Group Holdings Limited, Heartland Bank Limited, Heartland PIE Fund Limited.

## Geoffrey Ricketts

CNZM, LLB (Hons), LLD (honoris causa), CFInstD



### **Heartland Group Chair and Independent Non-Executive Director**

#### **Term of office**

Appointed 31 October 2018

#### **Board committees**

Chair of the Heartland Group Corporate Governance, People, Remuneration and Nominations Committee, Chair of the Heartland Group Corporate Finance Committee, member of the Heartland Group and Heartland Bank Audit Committees and member of the Heartland Group Risk Committee.

Geoff is a company director and investor with wide experience in the New Zealand and Australian business environments. He holds a number of directorships, including Chair of Todd Corporation Limited, Chair of Suncorp Group (NZ) Limited and Vero Insurance New Zealand Limited. Geoff chairs The University of Auckland Foundation and is a strong supporter of community and philanthropic activities, particularly in relation to the arts and education in New Zealand.

#### **Current directorships**

Heartland Group Holdings Limited, Heartland Bank Limited, Quartet Equities Limited, Oceania and Eastern Holdings Limited (and associated companies), Suncorp Group Holdings (NZ) Limited (and associated companies), Vero Insurance New Zealand Limited (and associated companies), Asteron Life Limited, JANMAC Capital Limited, Mercury Pharmacy Holdings Limited (and associated companies), The Todd Corporation Limited (and associated companies), Maisemore Enterprises Limited, NZCEO Finance Limited, New Zealand Catholic Education Office Limited, The Centre for Independent Studies Limited.

# Procedural Notes

## Voting

Voting at the meeting will be decided by a poll. Each shareholder will be entitled to one vote for every share held as at 5pm (New Zealand time) on 8 November 2019.

Your right to vote may be exercised by:

- attending the meeting and voting in person;
- submitting a postal vote; or
- appointing a proxy (or representative) to attend the meeting and vote in your place (**Proxy**).

If you are attending the meeting, please bring the enclosed voting form that will act as your admission card to the meeting.

## How to submit a postal vote or appoint a proxy

If you are not able to attend the annual meeting, but wish to submit a postal vote or appoint a Proxy to attend the meeting and vote on your behalf, you can:

- lodge your postal vote or appoint a Proxy online at <https://investorcentre.linkmarketservices.co.nz/voting/HGH>. You will be required to enter your CSN/Holder Number and Authorisation Code (**FIN**). If you do not have a FIN number, please contact Link Market Services at 09 375 5998 or [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz); or
- complete and return your voting form in accordance with the instructions on the voting form.

Your completed voting form must be received by Link Market Services, or your postal vote or your Proxy appointment lodged online, by no later than 10am (New Zealand time) on 8 November 2019.

If you wish, you may appoint the Chair of the meeting as your proxy. To do so, please write “Chair of the meeting” in the relevant section. The Chair will vote according to your instructions. If the Chair is not instructed how to vote, the Chair will vote as he or she thinks fit.

## Shareholder questions prior to the annual meeting

Shareholders present at the annual meeting will have the opportunity to ask questions during the meeting. If you cannot attend the annual meeting but would like to ask a question, you can submit a question by emailing [shareholders@heartland.co.nz](mailto:shareholders@heartland.co.nz). Shareholder questions will need to be submitted by 5 November 2019. Questions should relate to matters being addressed at the annual meeting.



↖ Airport

FENDALTON RD

Avon River  
Ōtākaro

HARPER AVE

Christchurch Girls' High School

Hagley Park North

MATAI ST EAST

CHATEAU ON THE PARK

DARVEL ST

KILMARNOCK ST

DEANS AVE

## Venue and Parking Information

The meeting is being held in the Great Hall at Chateau on the Park (DoubleTree by Hilton), **189 Deans Avenue, Riccarton, Christchurch**. Free parking is available via Darvel Street, Deans Avenue and Kilmarnock Street entrances. The Great Hall is located on the right from the hotel foyer via the South Gallery.

← University

CBD →

AYR ST

RICCARTON RD

RICCARTON AVE