

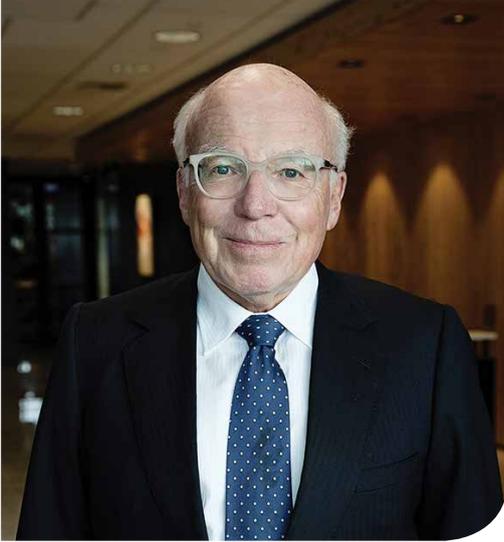
# HEARTLAND

## NOTICE OF 2020 ANNUAL MEETING

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

The meeting will be held online at [www.virtualmeeting.co.nz/hgh20](http://www.virtualmeeting.co.nz/hgh20) and in person at Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand on Monday 30th November 2020 commencing at 2pm (New Zealand time).

# Dear Shareholders,



On behalf of the Board, I am pleased to invite you to the 2020 annual meeting of Heartland Group Holdings Limited (**Heartland**) which is to be held online at [www.virtualmeeting.co.nz/hgh20](http://www.virtualmeeting.co.nz/hgh20) and in person at **Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand** on Monday 30th November 2020 commencing at 2pm (New Zealand time).

Heartland is closely monitoring the situation in New Zealand with regard to COVID-19. In the event of any significant developments, Heartland may, in its sole discretion, elect to hold the annual meeting as an online only meeting if it considers there are potential risks to the health of meeting attendees or if an in-person meeting is prohibited by law. In such circumstances, Heartland will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on our website at <https://shareholders.heartland.co.nz/shareholder-resources/annual-meetings>.

Greg Tomlinson will be retiring and standing for re-election at the annual meeting. Shareholders will be asked to vote on his re-election as a director. The Board unanimously supports his re-election. You can read about Greg'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 Notice of Meeting.

For those shareholders who are attending the annual meeting in person, 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.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Geoffrey Ricketts'. The signature is fluid and cursive.

**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. Formal Business

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

### **Resolution 1: Re-election of Gregory Tomlinson**

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

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: Auditor's remuneration**

That the board be authorised to fix the remuneration of Heartland's auditor, KPMG, for the financial year ending 30 June 2021.

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.

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 October 2020

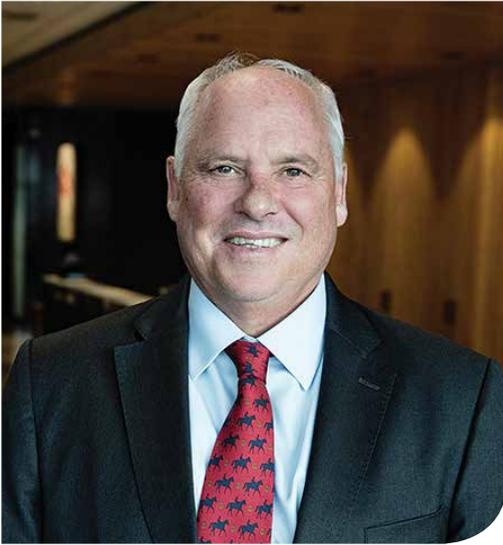
### **Explanatory Notes**

#### **Resolution 1: Re-election of Gregory Tomlinson**

Heartland's constitution and the NZX Listing Rules require each director to retire by rotation at least every three years. This year, Gregory Tomlinson is standing for re-election. A brief biography of Gregory Tomlinson is provided on the following page.

#### **Resolution 2: Auditor's Remuneration**

KPMG will be automatically reappointed as Heartland'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 2021 in accordance with section 207S of the Companies Act 1993.



**GREGORY TOMLINSON**  
Deputy Chair and Non-Executive Director

Greg was appointed to the Heartland Board on 31 October 2018. He is currently the deputy Chair of the Board as well as a member of the Corporate Governance, People, Remuneration and Nominations Committee.

Greg is a non-independent director of Heartland as he has a beneficial interest in the 58,392,997 Heartland shares held by Harrogate Trustee Limited, which is currently Heartland's largest shareholder.

Greg is a Christchurch based businessman and investor with 40 years' experience owning, managing and building businesses. He established Tomlinson Group, with active investments in the aged care, animal pharmaceutical, finance and wine sectors.

Greg is currently a director of a number of companies including The Icehouse Limited, Oceania Healthcare Limited, Impact Capital Limited and Argenta Limited. For a full list of Greg's directorships, please refer to the Heartland Financial Statements for the year ended 30 June 2020.

# Procedural Notes

## Voting

Each shareholder will be entitled to one vote for every share held as at 5pm (New Zealand time) on Thursday 26 November 2020.

Your right to vote may be exercised by:

- attending the meeting and voting in person;
- attending the online meeting and voting online;
- 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 in person, 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, either in person or online, 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://vote.linkmarketservices.com/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 2pm (New Zealand time) on Thursday 26 November 2020.

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.

## How to attend the online meeting

To attend the online meeting, please go to [www.virtualmeeting.co.nz/hgh20](http://www.virtualmeeting.co.nz/hgh20). Shareholders attending online will be able to vote during the annual meeting. **Shareholders who will be attending the online meeting and wish to ask a question are encouraged to submit their question(s) prior to the annual meeting in accordance with the instructions below.** More information regarding virtual attendance at the annual meeting (including how to vote during the meeting) is available in the Virtual Annual Meeting Online Portal Guide available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

## 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 going to <https://vote.linkmarketservices.com/HGH> or emailing your proxy form with your question to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com) (please put the words *Heartland Group Holdings Proxy Form* in the subject line for easy identification), or New Zealand-based shareholders may fax the form to (09) 375 5990 and overseas shareholders may fax it to +64 9 375 5990. Shareholder questions will need to be submitted by 2pm (New Zealand time) on Thursday 26 November 2020. Questions should relate to matters being addressed at the annual meeting.

# Venue and Parking Information

The physical meeting is being held in **the South Lounge, Eden Park, Reimers Avenue, Kingsland, Auckland.**



**Please enter Eden Park via Gate G.**

Free parking is available in P5 off Reimers Avenue.

Security will assist with directing you to the nearest available car parking spaces.

The South Lounge is located on Level 4 and can be accessed via the lift.