

## **SEALEGS CORPORATION LIMITED**

### **Notice of 2015 Annual Meeting**

Notice is hereby given that the 2015 Annual Meeting of Sealegs Corporation Limited (the "Company") will be held at the Takapuna Boating Club, 39 The Strand, Takapuna Beach, Auckland, New Zealand on Friday 4th September 2015, commencing at 3pm.

### **ITEMS OF BUSINESS**

- a. Chairman's introduction**
- b. Addresses to shareholders**
- c. Ordinary business**
- d. General business**

### **Ordinary Business**

#### **A. Financial Reports and Statements**

To receive and consider the Consolidated Financial Statements of the Company for the year ended 31 March 2015 together with the Auditor's report.

#### **B. Resolutions**

To consider, and if thought fit, to pass the following ordinary resolutions, which are resolutions passed by a simple majority of the votes of shareholders entitled to vote and voting on each resolution:

##### **1. To re-elect Wayne Mapp as a director.**

That Wayne Mapp, who retires and, being eligible, offers himself for re-election, be re-elected as a director of the Company (see profile below).

##### **2. To re-elect David McKee Wright as a director.**

That David McKee Wright, who retires and, being eligible, offers himself for re-election, be re-elected as a director of the Company (see profile below).

##### **3. To re-elect Roy R. Nuhra as a director.**

That Roy Raymond Nuhra, who retires and, being eligible, offers himself for re-election, be re-elected as a director of the Company (see profile below).

##### **4. To re-elect Charles Mark Broadley as a director.**

That Mark Broadley, who retires by rotation and, being eligible, offers himself for re-election, be re-elected as a director of the Company (see profile below).

##### **5. To increase the directors' (other than the chairman) remuneration.**

That the remuneration of each director of the Company, other than the chairman of the board of directors, be increased from \$25,000 per annum to \$40,000 per annum (being an increase of \$15,000 per annum in respect of each director), and that such remuneration may be payable either in part or in whole by way of an issue of ordinary shares in the

Company, provided that issue occurs in compliance with NZX Main Board Listing Rule 7.3.8.

**6. To increase the remuneration of the chairman.**

That the remuneration of the chairman of the board of directors of the Company be increased from \$50,000 per annum to \$65,000 per annum (being an increase of \$15,000 per annum), and that such remuneration may be payable either in part or in whole by way of an issue of ordinary shares in the Company provided that issue occurs in compliance with NZX Main Board Listing Rule 7.3.8.

**7. To fix the auditor's remuneration.**

That the Board be authorised to fix the auditor's remuneration.

**General Business**

To consider such other business of the Company as may properly be brought before the meeting.

By order of the Board



**Eric Series**  
**Chairman**  
21 August 2015

## **EXPLANATORY NOTES TO THE RESOLUTIONS**

### **1. RESOLUTION 1: RE-ELECTION OF DIRECTOR RETIRING BY ROTATION**

- 1.1 Wayne Mapp was formerly a Minister of Defence and a Minister of Science, Research and Technology in New Zealand and currently serves as a member of the New Zealand Law Commission. He is a graduate of Cambridge University and brings unparalleled expertise and experience in the government and military sectors to Sealegs.
- 1.2 Wayne Mapp was appointed by the Board in November 2014. Under Listing Rule 3.3.6 of the NZX Main Board Listing Rules ("Listing Rules") and in accordance with the Company's constitution, any person who is appointed as a director by the directors must retire from office at the next annual meeting of shareholders of the Company but will be eligible for re-election at that meeting. Wayne Mapp, being eligible, offers himself for re-election by the shareholders.
- 1.3 For the purposes of Listing Rule 3.3.2, the Board considers that Wayne Mapp qualifies as an independent director as defined in the Listing Rules.

### **2. RESOLUTION 2: RE-ELECTION OF DIRECTOR RETIRING BY ROTATION**

- 2.1 David McKee Wright is one of the founders of Sealegs. He is currently the Chief Executive Officer and is also responsible for sales growth and driving the development of Sealegs worldwide.
- 2.2 David McKee Wright was appointed by the Board in November 2014. Under Listing Rule 3.3.6 and in accordance with the Company's constitution, any person who is appointed as a director by the directors must retire from office at the next annual meeting of shareholders of the Company but will be eligible for re-election at that meeting. David McKee Wright, being eligible, offers himself for re-election by the shareholders.
- 2.3 For the purposes of Listing Rule 3.3.2, the Board considers that David McKee Wright does not qualify as an independent director as defined in the Listing Rules.

### **3. RESOLUTION 3: RE-ELECTION OF DIRECTOR RETIRING BY ROTATION**

- 3.1 Roy Raymond Nuhra is CEO, shareholder and board member of ASIS Boats LLC which manufactures leisure, commercial and military boats, he is also CEO, shareholder and board member of Ocean Craft Marine USA which specialises in custom built military boats for the US military, and Co-CEO of Solico Group of Companies. He has 20 years' experience at senior executive level and holds a Bachelor of Civil Engineering and Masters of Engineering Management degree from the George Washington University as well as a business degree from Harvard Business School. ASIS Boats LLC is an existing customer of Sealegs International Limited having collaborated on a number of projects including building OEM amphibious boats utilising Sealegs System 60 technology.
- 3.2 Roy Raymond Nuhra was appointed by the Board in August 2015. Under Listing Rule 3.3.6, and in accordance with the Company's constitution, any person who is appointed as a director by the directors must retire from office at the next annual meeting of shareholders of the Company but will be eligible for re-election at that meeting. Roy Raymond Nuhra, being eligible, offers himself for re-election by the shareholders.
- 3.3 For the purposes of Listing Rule 3.3.2, the Board considers that Roy Raymond Nuhra qualifies as an independent director as defined in the Listing Rules.

#### **4. RESOLUTION 4: RE-ELECTION OF DIRECTOR RETIRING BY ROTATION**

- 4.1 Mark has an extensive career in the investment banking and private equity industry both in Europe and Asia where he worked with UBS, HSBC and NM Rothschild & Sons. He was formerly Chief Financial Officer of the Hong Kong and Shanghai Hotels Group and currently serves as an Independent Non-Executive Director of L'Occitane International.
- 4.2 Under Listing Rule 3.3.11, and in accordance with the Company's constitution, one third of directors must retire from office by rotation at the annual meeting of shareholders of the Company. If the director(s) are eligible, they may offer themselves for re-election at that meeting. Mark Broadly retires by rotation and, being eligible, offers himself for re-election by the shareholders.
- 4.3 For the purposes of Listing Rule 3.3.2, the Board considers that Mark Broadley qualifies as an independent director as defined in the Listing Rules.

#### **5. RESOLUTION 5: TO INCREASE DIRECTORS' REMUNERATION OTHER THAN THE CHAIRMAN**

- 5.1 The Board, having considered the knowledge, experience and responsibility of the directors, recommends to the shareholders that the remuneration of each director, other than the chairman, be increased from \$25,000 per annum to \$40,000 per annum (being an increase of \$15,000 per annum in respect of each director).
- 5.2 Pursuant to Listing Rule 3.5.1, such remuneration may be payable either in part or in whole by way of an issue of ordinary shares in the Company, provided that any issue of such shares is made in accordance with Listing Rule 7.3.8. This Listing Rule provides that any such shares must be issued after the end of the period (or half period) to which that remuneration relates, and that the issue of such shares must be equal to the volume weighted average market price of the shares in the Company over the 20 business days prior to issue.

#### **6. RESOLUTION 6: TO INCREASE REMUNERATION OF THE CHAIRMAN**

- 6.1 The Board, having considered the knowledge, experience and responsibility of the chairman of the Company, recommends to the shareholders that the remuneration of the chairman be increased from \$50,000 to \$65,000 per annum (being an increase of \$15,000 per annum).
- 6.2 Pursuant to Listing Rule 3.5.1 such remuneration may be payable either in part or in whole by way of an issue of ordinary shares in the Company, provided that any issue of such shares is made in accordance with Listing Rule 7.3.8. This Listing Rule provides that any such shares must be issued after the end of the period (or half period) to which that remuneration relates, and that the issue of such shares must be equal to the volume weighted average market price of the shares in the Company over the 20 business days prior to issue.

#### **7. RESOLUTION 7: TO FIX THE AUDITOR'S REMUNERATION**

- 7.1 Ernst & Young is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

#### **8. VOTING RESTRICTIONS FOR RESOLUTIONS 5 AND 6**

- 8.1 Pursuant to Listing Rule 9.3.1, the Company will disregard the votes of the directors the subject of resolutions 4 and 5 together with the votes of any Associated Persons (as that term is defined in the Listing Rules) of any of them. The Company need not disregard a vote if it is cast by a director as proxy for a person who is entitled to vote in accordance with the express directions (i.e., instructions to vote for or against the resolution) on the Proxy Form. Under

Listing Rule 9.3.3, if a director is appointed proxy for a person who is entitled to vote, that director is not entitled to vote if the direction of the Proxy Form allow that director discretion as to how to vote on the resolution (i.e., discretion to exercise that vote as the directors thinks fit)

## **9. PROXIES AND CORPORATE REPRESENTATIVES**

- 9.1 A shareholder entitled to vote at the meeting may appoint another person (who need not be a shareholder) as a proxy to attend and vote on their behalf. A form is **enclosed** for appointment of a proxy. If you wish to appoint a proxy, please read the notes at the bottom of the proxy form carefully.
- 9.2 In the case of a corporation appointing a representative to attend the meeting to vote on its behalf, a copy of the **enclosed** form, completed as if that representative were a proxy, together with a certified copy of the resolution passed by the corporation, appointing the representative, must be received by the Company at least 48 hours before the meeting.