

Notice of 2015 Annual Meeting

Dear Shareholder

We invite you to join us for the Annual Meeting of Shareholders of Metro Performance Glass Limited¹ (the Company), to be held at:

- **Location:** Waipuna Conference Suites Highbrook (in the Quest hotel building), 60 Highbrook Dr, East Tamaki, Auckland
- **Date and time:** Wednesday 26 August 2015 at 10:30am (NZST)

Business and agenda of the meeting

- Chairman's address
- Chief Executive's review
- Ordinary business and resolutions

The business of the meeting is to consider and, if thought appropriate, pass the following ordinary resolutions (further details provided in the explanatory notes below):

1. That PwC be appointed as the Auditor of the Company.
 2. That the Board be authorised to fix the fees and expenses of PwC as Auditor for the ensuing year.
 3. That Sir John Goulter be elected as a Director of Metro Performance Glass Limited.
 4. That Mr Michael Alscher be elected as a Director of Metro Performance Glass Limited.
- General business and shareholder questions
Consideration of any shareholder questions submitted prior to the Annual Meeting (to the extent these questions have not already been addressed in the Chairman or Chief Executive Officer's addresses) and shareholder questions raised at the meeting.

On behalf of the Board



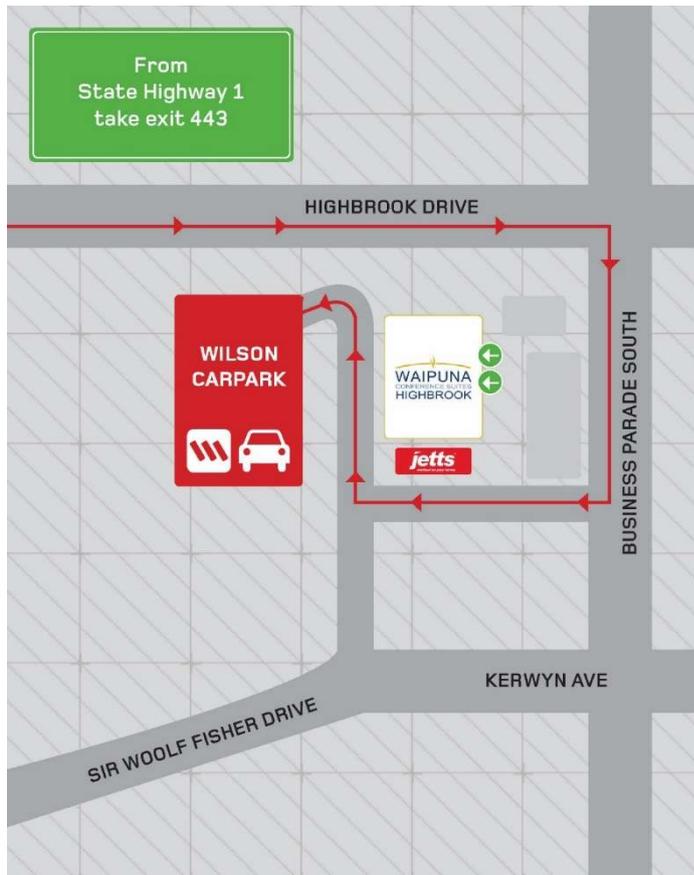
John Fraser-Mackenzie
Company Secretary & Chief Financial Officer
7 August 2015

¹ Metro Performance Glass Limited ARBN 600 486 646, a company incorporated in New Zealand under the Companies Act 1993 (NZ).

Explanatory notes

Location and parking

The Meeting will be held at the Waipuna Conference Suites, 60 Highbrook Dr, East Tamaki, Auckland (below the Quest hotel). Public parking is available in the Wilson Carpark located near the corner of Highbrook Drive and Business Parade South. Carpark entry is off Business Parade South as per the map below.



Ordinary resolutions

The ordinary business of the Meeting is to vote on the ordinary resolutions as set out in this Notice of Meeting. An ordinary resolution is a resolution that must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

Ordinary resolution 1: Auditor appointment

As per Section 207P of the Companies Act 1993, Metro Performance Glass Limited's Directors appointed PwC as the Company's first auditor. As this appointment occurred in advance of the Company's first annual meeting, the proposed resolution seeks to confirm this appointment for the ensuing year. The Company wishes PwC to continue as the Company's auditor, and PwC has indicated its willingness to do so.

Ordinary resolution 2: Auditor remuneration

Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the Annual Meeting. The Board proposes that the auditor's fees be fixed by the Directors.

Ordinary resolutions 3 and 4: Election of Directors

Under Listing Rule 3.3.11 of the NZX Main Board Listing Rules, and in accordance with the Company's constitution, one third of the Company's Directors must retire by rotation at the Annual Shareholders' Meeting. If the Directors are eligible, they may offer themselves for re-election by shareholders at the meeting. In this case, Sir John Goulter and Mr Michael Alscher retire by rotation and, being eligible, offer themselves for election by shareholders at the Annual Shareholders' Meeting. The Board unanimously supports the election of Sir John and Michael. A brief biography of each Director is included in the Notice of Meeting.



Sir John Goulter KNZM, JP
Independent, Non-Executive Chairman
Member of Audit and Risk Committee

Sir John has long-standing experience in both the public and private sectors in New Zealand. He currently acts as Chairman of the New Zealand Business and Parliament Trust, Marsden Maritime Holdings Limited, Northport Limited and Ururangi Limited. Prior to his non-executive roles, Sir John was the inaugural Managing Director of Auckland International Airport Limited. In 2003, Sir John was appointed the New Zealand Herald Business Leader of the Year and a Distinguished Companion of the New Zealand Order of Merit (DCNZM) for services to business and the community. This honour was re-designated as Knight Companion of the New Zealand Order of Merit (KNZM) in 2009. Sir John is a graduate of Harvard Business School (Advanced Management Program), a Justice of the Peace and a Fellow of the New Zealand Institute of Management. He was inducted as a Laureate into the New Zealand Business Hall of Fame in 2003.



Mr Michael Alscher
Non-Executive Director

Michael is the Managing Partner and founder of Crescent Capital Partners, a leading Australian private equity firm, specialising in high growth companies and certain industry sectors such as healthcare and financial services. Prior to founding Crescent in 2000, Michael was the Chief Operating Officer of Gowings Bros Limited, as well as a strategy consultant at Bain International and the LEK Partnership, where he spent considerable time working on the financial services industry and consumer product facing companies. Michael is currently a Non-Executive Director of ASX listed life insurer, ClearView Limited. He also serves as the Non-Executive Chair of National Dental Care and Southern Sun, and Non-Executive Director of GroundProbe, Crumpler and Breezway Louvre Windows. Michael holds a Bachelor of Commerce (Finance & Mathematics) from the University of New South Wales.

Shareholder questions

Shareholders may submit written questions to be considered at the Annual Meeting. Written questions can be submitted online at vote.linkmarketservices.com/MPG or by using the Voting Form. The Company reserves the right not to address any questions that it is not required to address or, in the Board's opinion are not reasonable to address in the context of an annual meeting.

Procedural notes

Voting entitlements for the Meeting will be determined as at 10:30am (NZST) on Monday, 24 August 2015 (NZST). Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting.

It is anticipated that each resolution will be voted on by way of a poll. Results of the voting will be available after the conclusion of the meeting, and will be notified on the New Zealand and Australian stock exchanges.

How to cast your vote

The 2015 Annual Meeting Admission Card, Proxy or Postal Voting Form (Voting Form) included with this Notice of Meeting allows you, or your proxy, to vote either for or against, or abstain from, each of the resolutions. You may cast your vote in one of two ways:

1. Attend the annual meeting in person and vote; or

2. Proxy appointment or Postal vote

You can complete the enclosed Voting Form and return it in accordance with the instruction on the Voting Form, so that in each case, your vote is received by Link Market Services Limited no later than 10:30am on Monday, 24 August 2015.

Shareholders can elect to lodge their proxy appointment or postal vote online at vote.linkmarketservices.com/MPG. Shareholders can either visit the website or use the QR code printed on the Voting Form. To vote online you will be required to enter your CSN/Holder Number FIN (New Zealand Register) or Holder Number and Postcode (Australian Register) To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

You may appoint the Chairperson of the Meeting as your proxy if you wish. If you select a proxy to vote on your behalf (including the Chairperson of the Meeting), and you confer on the proxy a discretion on the Voting Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting.

Refreshments

After the formal part of the Meeting has concluded, Metro Performance Glass invites you to join members of the Board for light refreshments.