

Notice of 2016 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 24 August 2016 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 are provided in the explanatory notes below):

1. That the Board be authorised to fix the fees and expenses of PwC as Auditor for the ensuing year.
 2. That Russell Chenu, who retires by rotation and is eligible for re-election, be elected as a Director of Metro Performance Glass Limited.
 3. That Gordon Buswell (appointed by the Board as a Director on 6 October 2015), who retires and is eligible for election, 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

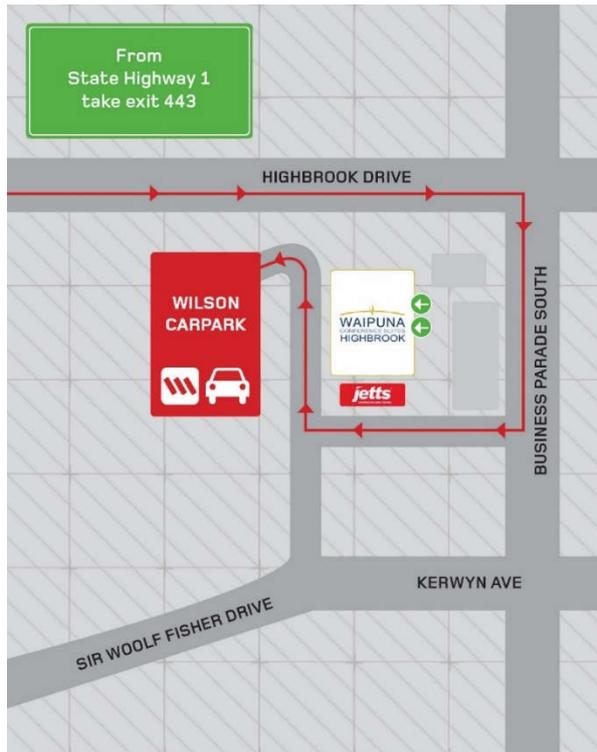
25 July 2016

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 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 Fees and Expenses

PwC are currently Metro Performance Glass Limited's auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of PwC as auditor.

Ordinary Resolutions 2 and 3: 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 (or, if their number is not a multiple of three, then the number nearest to one third) must retire from office at the Annual Shareholders' Meeting, but those Directors are eligible for re-election at that meeting.

Russell Chenu retires by rotation, and being eligible, offers himself for re-election.

Gordon Buswell who was appointed by the Board during the year, retires from office, and being eligible, offers himself for election.

All directors standing for election do so with the support of the Board and are considered by the Board to be independent Directors. Biographical backgrounds of Russell Chenu and Gordon Buswell are set out below.



Russell Chenu
Independent, Non-Executive Director
Chairman of Audit & Risk Committee

Russell has significant experience in the corporate sector with more than 22 years in senior management roles. He has considerable experience in financial roles, including with building products companies. Russell is currently an independent director of ASX listed businesses CIMIC Group Limited, Reliance Worldwide Corporation Limited and James Hardie Industries Plc. Russell had a 23 year career at James Hardie, holding various management and executive positions in a number of countries, including most recently serving as group Chief Financial Officer from 2004 to 2013. Before this role, Russell served as Chief Financial Officer for several ASX-listed companies (Tab, Delta Gold, Australian National Industries and Pancontinental Mining) and Mighty River Power. Russell was also previously Treasurer of Pioneer International. Russell has a Bachelor of Commerce from The University of Melbourne, an MBA from Macquarie Graduate School of Management and is a Member of the Society of Certified Practising Accountants (Australia).



Gordon Buswell
Independent, Non-Executive Director

Gordon has more than 25 years' experience in the building and construction industry. He currently holds a number of industry associated directorships, including the Building Industry Federation, Platinum Homes Limited, Construction Strategy Group and the Registered Master Builders Association of New Zealand. He is also a member of the New Zealand Institute of Directors. Prior to moving into governance roles, Gordon was the chief executive of Independent Timber Merchants (ITM) for 13 years and also spent 12 years with Carter Holt Harvey. Gordon holds a Bachelor of Commerce from the University of Auckland.

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, 22 August 2016. 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 2016 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, 22 August 2016.

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 and Management for light refreshments.