



CORPORATE GOVERNANCE AND
STATUTORY INFORMATION

CORPORATE GOVERNANCE

Metro Performance Glass' (Metroglass, the Company) Board and Senior Leadership Team (SLT) recognise the importance of sound corporate governance and consider it core to ensuring the creation, protection and enhancement of shareholder value. Together, the Board and SLT are committed to making sure that the Company applies and adheres to practices and principles that ensure good governance and maintain the highest ethical standards to protect the interests of shareholders and all stakeholders.

The information in this section is current as at 24 May 2018 and has been approved by the Board of Directors of Metroglass.

Metroglass' corporate governance framework clearly sets out how the Board is accountable to the owners of the Company and how it delegates responsibilities to the Chief Executive Officer (CEO) and the SLT. This framework has been guided by the recommendations set out in the NZX Corporate Governance Code (the NZX Code) and the requirements set out in the NZX Main Board Listing Rules. The Board's view is that in the year to 31 March 2018 (reporting period), the Company's corporate governance practices and policies followed these recommendations and requirements with the following exception:

- Recommendation 8.5 (Notice of Annual Shareholders Meeting). While the 2017 Notice of Annual Shareholders Meeting was posted more than 20 days ahead of the meeting held on 24 August 2017 in accordance with NZX Main Board Listing Rules, it was posted less than 28 days ahead of the meeting as recommended by the NZX Code. The Company intends to comply with this new recommendation in the 2019 financial year.

Metroglass' shares are also listed on the Australian Securities Exchange (ASX) and have been granted ASX Foreign Exempt Listing status. This status means that the ASX requires the Company to comply with the NZX Main Board Listing Rules, but only a specific subset of the ASX Listing Rules.

This statement reflects a summary of the Company's corporate governance framework, policies and procedures and how they comply with the NZX Code. The full corporate governance framework has been approved by the Board and is available in the Investor Centre section of the Company's website at <http://www.metroglass.co.nz/investor-centre/governance/> and includes:

1. Constitution
2. Code of Ethics
3. Board Charter
4. Audit and Risk Committee Charter

5. People and Culture Committee Charter
6. Share Trading Policy
7. Market Disclosure Policy
8. Diversity and Inclusion Policy.

NZX CODE: KEY PRINCIPLES

This section sets out Metroglass' corporate governance policies, practices and processes by reference to the NZX Code's eight key principles and supporting recommendations.

PRINCIPLE 1: CODE OF ETHICAL BEHAVIOUR

"Directors should set high standards of ethical behaviour, model this behaviour, and hold management accountable for these standards being followed throughout the organisation."

CODE OF ETHICS

Metroglass has a Code of Ethics that establishes a framework of standards by which the Directors, employees, contractors and advisors of Metroglass and its related companies are expected to carry out their responsibilities. It is not an exhaustive list of acceptable behaviour; rather it facilitates decision-making that is consistent with Metroglass' values, business goals and legal and policy obligations. It requires Metroglass' employees to:

- Act honestly and with personal integrity in all actions
- Undertake proper receipt and use of corporate information, assets and property
- Adhere to procedures around confidentiality, conflicts of interest, gift giving, and whistleblowing
- Comply with all law and Metroglass policies.

The Code of Ethics also imposes a number of obligations on Directors, including requirements that they give proper attention to the matters before them; be up to date on their regulatory, legal, fiduciary and ethical obligations; undertake training; manage breaches of the Code of Ethics; and act honestly and in the best interests of the issuer, shareholders and stakeholders and as required by law.

Metroglass monitors compliance with the Code of Ethics through its management processes as well as through the whistleblowing procedures set out in the Code of Ethics and separate Whistleblower Protection Policy. All Directors, contractors and employees are informed of the content of the Code of Ethics prior to commencing their role and will be informed of any subsequent changes to the Code of Ethics. The code is reviewed at least every two years and was last reviewed in July 2017.

SHARE TRADING POLICY

The Company's Share Trading Policy governs trading in the Company's shares and any associated financial products. During the reporting period, the only tradable instrument Metroglass had was its NZX- and ASX-listed shares. However, if it were to issue

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another class of listed securities, equivalent restrictions of the policy would apply to them. The policy applies to:

- Directors, Officers and members of the Senior Leadership Team (SLT);
- Any employee who reports directly to a member of the SLT or the Group Financial Controller; and
- Any other employee to whom the CEO deems the policy should apply.

In particular, the Policy notes that:

- Buying or selling Metroglass' shares is prohibited in the "blackout" periods set out in the policy (these periods occur prior to the release of the Company's half-year and full-year financial result releases to the market)
- Outside of a blackout period, consent must be obtained before buying or selling Metroglass shares. This consent requires confirmation that no material information is held.

The policy is reviewed at least every two years and was last reviewed on 31 July 2017.

PRINCIPLE 2: BOARD COMPOSITION AND PERFORMANCE

"To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives."

The Board has ultimate responsibility for the strategic direction of Metroglass and for overseeing Metroglass' management for the benefit of its shareholders.

Metroglass' Constitution provides for a minimum of four Directors and, subject to this limitation, the number of Directors to hold office shall be fixed from time to time by the Board. At least two Directors must be ordinarily residents of New Zealand and at least two must be Independent Directors. The Chair of the Board cannot be the CEO or the Chair of the Audit and Risk Committee.

The Directors bring a wide range of skills to the Board including expertise in corporate strategy, national and international business and financial management, sales, marketing, mergers and acquisitions, legal, capital markets, industry experience and corporate governance. As at 24 May 2018, the Board comprised six Independent Directors:

- Peter Griffiths (Chair)
- Angela Bull
- Gordon Buswell
- Russell Chenu
- Rhys Jones
- Bill Roest.

Director profiles and length of service are detailed on pages 10 and 11 of this report.

BOARD CHARTER

The Board operates under a written Charter, which describes the Board's authority, duties, responsibilities, composition and framework for operation. This Charter also affirms that the Board, in performing its responsibilities, should act at all times in a manner designed to create and build sustainable value for shareholders and in accordance with the duties and obligations imposed on the Board by Metroglass' Constitution and by law.

The Charter is reviewed at least every two years and was last reviewed on 28 April 2017.

Management of Metroglass on a day-to-day basis is undertaken by the CEO and senior managers through a set of delegated authorities that clearly define the CEO and senior managers' responsibilities and those retained by the Board. The delegated authorities are set out in Metroglass' Board and CEO Delegated Authority Policies. These policies are reviewed at least annually and were last reviewed on 29 March 2018.

The Board meets its responsibilities by receiving reports and plans from management and through its annual work programme. The Board uses committees to address issues that require detailed consideration. Committee work is undertaken by Directors; however, the Board retains ultimate responsibility for the functions of its committees and determines their responsibilities.

NOMINATION AND APPOINTMENT OF DIRECTORS:

The provisions regarding the election and retirement of Directors are contained in the Metroglass Constitution. In the year to 31 March 2018 prospective Board members were nominated by the Nominations Committee, which had delegated responsibility to identify and recommend individuals to the Board and its committees and to confirm the terms thereof in relation to such membership.

Effective 1 April 2018, the Nominations Committee was disbanded and its responsibilities were assumed by the existing Remuneration Committee. This committee was renamed the 'People and Culture Committee' as the Board considered this better reflected its role going forward (see Principle 3 Board Committees below).

Metroglass strives to ensure that the Company has the right mix of skills and experience it requires to enable it to achieve its strategic aims in a prudent and responsible manner. The Board will review its composition from time to time and will identify and evaluate suitable individuals for appointment as a Director as and when an appointment is to be made. In evaluating a candidate for appointment as a Director, the Board will consider criteria including the skill sets as being required at the time as well as the individual's experience and professional qualifications.

In considering a prospective Director, the Board also assesses the prospective Board members' ability to exercise sound business judgment, their integrity and moral reputation, any potential conflicts of interest or legal impediments to serving as a Director, and their willingness and availability to commit the time required to serve as an effective Director of the Company. The Company is

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assisted in arriving at these judgments with external advice and a set of comprehensive background checks.

To support the Board in its deliberations, the Directors take into account a skills matrix that sets out the mix of skills and diversity of the Directors and evaluates whether the collective skills and experience of the Directors meet Metroglass' requirements both now and into the future.

New Directors provide the Company with a written consent to act as a Director and receive a formal Letter of Appointment that sets out the Terms and Conditions of Appointment and Remuneration Schedule. It also sets out the expectations of the Company, the Director's duties, responsibilities and powers, insurance and indemnity arrangements, and rights of access to information.

All new Board members are also provided with an extensive briefing on the Company and industry-related matters within a thorough induction process. This induction covers topics such as: the Company's financial position, strategies, operations and risk management policies. It also covers the responsibilities of key people, policies and procedures, as well as the respective rights, duties, responsibilities and roles of the Board, individual Directors and senior executives.

SELECTION OF CHAIR:

The Metroglass Constitution provides that the Directors may elect a Chairperson of the Company and also determine the period for which the Chairperson is to hold office. Peter Griffiths is an Independent Director and is currently the appointed Chairperson.

RETIREMENT AND RE-ELECTION:

The Company's Constitution and NZX Main Board Listing Rules require a newly appointed Director to stand for election at the next Annual Shareholders' Meeting (ASM). Peter Griffiths and Angela Bull (appointed to the Board during the 2017/2018 financial years) and Bill Roest (having retired by rotation) were elected as Directors of Metro Performance Glass Limited at the Company's ASM on 24 August 2017. Sir John Goulter retired by rotation and was re-elected at the meeting but subsequently retired from the Board in November 2017. Nigel Rigby resigned his role as Executive Director and CEO also effective 31 March 2018.

2018 Annual Shareholders' Meeting

Rhys Jones was appointed to the Board on 1 April 2018 and must stand for election at the 2018 ASM. In addition, Russell Chenu and Gordon Buswell will retire by rotation and stand for re-election. Profiles for each Director up for election will be contained in the Notice of Meeting mailed to shareholders before the ASM and will also be available in the Investor Centre section of the Company's website at <http://www.metroglass.co.nz/investor-centre/annual-shareholders-meeting>.

The 2018 Annual Shareholders' Meeting will be held on 24 August 2018 in Auckland. The time and place will be provided by notice to all the Company's shareholders nearer to that date.

DIRECTOR INDEPENDENCE:

Directors are considered to be independent if they are non-executive and do not have an interest or relationship that could or could be perceived to unreasonably influence their decisions relating to the Company or interfere with their ability to act in the Company's best interests. An individual being appointed as an Independent Director must be independent according to NZX definitions and not have any disqualifying relationships as defined in the Board Charter.

The Board will review any determination it makes as to a Director's independence on becoming aware of any information that may have an impact on the independence of the Director. For this purpose, Directors are required to ensure that they immediately advise the Board of any relevant new or changed relationships to enable the Board to consider and determine the materiality of these relationships.

As at 24 May 2018, all six of the Directors are considered by the Board to be Independent Directors in accordance with the NZX Main Board Listing Rules. Information in respect of each Director's ownership interests are detailed on page 68 of this report. Metroglass Directors are not formally required to own Metroglass shares but are encouraged to do so.

DIRECTOR TRAINING:

The Company encourages Directors to continue to develop their knowledge and skills as a Director. With the prior approval from the Chair, Directors may attend appropriate courses or seminars for continuing education at the Company's cost.

BOARD, DIRECTOR AND COMMITTEE EVALUATION:

In accordance with the Board and Committee Charters, the Board annually reviews its performance, policies and practices. It also reviews annually the performance of each Director and Board committees. These reviews are carried out both formally and informally.

The last full Board performance review was completed in May 2017 with the assistance of governance services firm Proporo Consulting, and the Audit and Risk Committee was last reviewed in February 2018. The newly formed People and Culture Committee will undertake a review in the coming 12 months.

DIVERSITY AND INCLUSION:

Metroglass and its Board believe that an equal opportunity workplace in which differences in gender, age, colour, race, nationality, religion, sexual orientation, physical ability, marital status, experience and perspective are well represented, results in a competitive advantage and helps the Company to better connect with its diverse set of customers and other stakeholders.

The Company believes that an ability to attract and retain a diverse and inclusive workforce broadens the recruitment pool of high-calibre candidates, enhances innovation and improves business performance. Accordingly, Metroglass' commitment to diversity means ensuring that every individual has the chance to

CORPORATE GOVERNANCE (CONTINUED)

perform to their full potential and that no individual faces barriers or is excluded from a position, for which they are skilled and qualified, by inappropriate systems, practices or attitudes.

A copy of the Company's Diversity and Inclusion Policy is available in the Corporate Governance section of the Company's website. The Policy is reviewed at least annually and was last reviewed on 23 May 2018.

Metroglass is committed to providing an inclusive and diverse environment throughout the Company. The Company's current Diversity and Inclusion objectives are:

- Ensure that Metroglass' workforce reflects the diversity of its stakeholder community
- Increase the understanding and acceptance of difference
- Ensure female candidates are identified for all Board and senior management vacancies.

In 2017 the Board approved three strategic initiatives to advance the Company's diversity objectives in the 2018 financial year. The table below details these initiatives and Metroglass' progress against them.

Initiative	Progress made
Survey the Company's current workforce to collect baseline diversity and inclusiveness data.	This survey is due for completion in the first half of FY19 and summarised results will be included in the 2019 Annual Report. Board and SLT diversity data is included in the tables below.
Develop a diversity and inclusiveness training programme and roll this out incrementally to all senior managers and staff.	The Company's senior managers undertook diversity and inclusion training this year, with further training planned in the coming year.
Record and report details of candidate diversity in the recruitment process for Board and senior management positions, endeavouring to ensure that female candidates are identified for these positions.	25% of Board and senior management roles recruited for in the past financial year had a successful female candidate and 38% had at least one short listed female candidate who was interviewed. A number of significant female appointments have been made during the past financial year, including a Board member and the Group Financial Controller. In addition, two female senior managers were promoted to the SLT.

The Company's targets for the 2019 financial year are:

1. Continue to strive to ensure strong female candidates are identified in the recruitment process for all Board and senior management roles;
2. Roll out the second phase of the Company's diversity and inclusiveness training programme to all senior managers, with other staff to follow incrementally; and
3. Survey the Company's current workforce to collect baseline diversity and inclusiveness data, and report summarised results in the FY19 Annual Report.

DIVERSITY

As at 31 March 2018 (and 31 March 2017 for the prior comparative period), the mix of gender among the Company's Board and SLT were:

31 March 2018	Female	Male	Total	% Female
Board	1	5	6	17%
Senior Leadership Team	2	6	8	25%
31 March 2017	Female	Male	Total	% Female
Board	0	6	6	0%
Senior Leadership Team	0	6	6	0%

CORPORATE GOVERNANCE (CONTINUED)

PRINCIPLE 3: BOARD COMMITTEES

"The Board should use committees where this will enhance its effectiveness in key areas, while still retaining Board responsibility."

In the year to 31 March 2018, the Board had three standing committees, being the Audit and Risk Committee, the Nominations Committee and the Remuneration Committee.

BOARD AND COMMITTEE COMPOSITION AND ATTENDANCE 12 MONTHS TO 31 MARCH 2018

	Board meetings attended	Audit and Risk Committee meetings attended	Remuneration Committee meetings attended	Nominations Committee meeting attended	Appointed/Resigned
Meetings held	12	6	3	2	
SITTING DIRECTORS					
Peter Griffiths	12/12 (c)	1/1	3/3 (c)		Appointed: 02/09/16
Angela Bull	11/11				Appointed: 05/05/17
Gordon Buswell	12/12		3/3		Appointed: 07/10/15
Russell Chenu	12/12	6/6 (c)			Appointed: 05/07/14
Rhys Jones	0/0				Appointed: 01/04/18
Willem (Bill) Roest	12/12	6/6		2/2	Appointed: 05/07/14
PAST DIRECTORS					
Sir John Goulter	7/8	4/5		2/2 (c)	Appointed: 05/01/14 Resigned: 20/11/17
Nigel Rigby	11/12				Appointed: 05/01/14 Resigned: 31/03/18

(c) indicates Chair.

Committee composition effective 1 April 2018

The Board periodically reviews the need for additional committees. Each committee operates under charters approved by the Board, and any recommendation committee members make are directed to the Board. They do not make decisions on behalf of the Company in their own right.

Effective 1 April 2018, the Nominations Committee was disbanded and its responsibilities were assumed by the existing Remuneration Committee. This committee was renamed the 'People and Culture Committee' as the Board considered this better reflected its role going forward.

The composition of the committees was refreshed, including the change of Audit and Risk Committee Chair from Russell Chenu to Bill Roest. The Board's committees and their members as at 24 May 2018 were:

- Audit and Risk Committee: Bill Roest (Chair), Russell Chenu and Peter Griffiths; and
- People and Culture Committee: Angela Bull (Chair), Gordon Buswell and Rhys Jones.

CORPORATE GOVERNANCE (CONTINUED)

AUDIT AND RISK COMMITTEE:

The Audit and Risk Committee is responsible for overseeing the risk management framework (including treasury and financing policies), treasury, insurance, accounting and audit activities of Metroglass. It reviews the adequacy and effectiveness of internal controls, meets with, and reviews the performance of external auditors, oversees internal audit matters, reviews the consolidated financial statements, and makes recommendations on financial and accounting policies.

Members of the Audit and Risk Committee are appointed by the Board and comprise a minimum of three members who are each non-executive Directors of Metroglass. A majority of members must be Independent Directors and at least one Director must have an accounting or financial background.

Employees of Metroglass only attend meetings of the Audit and Risk Committee at the invitation of the committee. The Audit and Risk Committee Charter is reviewed at least every two years and was last reviewed on 28 April 2017.

PEOPLE AND CULTURE COMMITTEE:

The Metroglass Board renamed the Remuneration Committee the 'People and Culture Committee' on 1 April 2018 and expanded its responsibilities to include those of the former Nominations Committee.

The People and Culture Committee's mandate is to assist the Board in ensuring the elements of people, organisation and culture support the Company's strategy and business plan.

The committee achieves its goals by reviewing and considering: the capability of the organisation at senior levels and in any identified key roles; the remuneration strategy required to secure the desired level of organisational capability; the nominations process for the appointment and succession planning of the CEO and the Board; and Company policies that relate to people.

The People and Culture Committee is comprised of at least two, and not more than four, Independent Directors. Employees of Metroglass only attend meetings at the invitation of the committee. The People and Culture Committee Charter is reviewed at least every two years and was first approved by the Board on 23 May 2018.

TAKEOVER PROTOCOL

Metroglass has put in place protocols for the Board to follow in the event of a takeover offer for the Company. The protocol is reviewed at least every two years and was adopted on 24 August 2017.

PRINCIPLE 4: REPORTING AND DISCLOSURE

"The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures."

Metroglass is committed to providing financial reporting that is balanced, clear and objective and informs shareholders (both current and prospective) and market participants of all information that might have a material effect on the price of its traded financial products.

The quality, integrity and timeliness of external reporting and the Company's compliance with the disclosure and reporting obligations imposed under the Listing Rules of NZX, ASX, the Companies Act and other relevant legislation are overseen by the Audit and Risk Committee.

The Company's full-year statements, which have been prepared in accordance with the relevant financial standards, are set out on pages 16 to 43 of this Annual Report.

MARKET DISCLOSURE POLICY

The Board has adopted a Market Disclosure Policy, available in the Corporate Governance section of the Company's website, which sets out how the Company will comply with its disclosure and reporting obligations.

Metroglass is committed to ensuring the timely disclosure of material information about the Metroglass Group and to making sure that the Company complies with NZX Main Board Listing Rules. The Board considers at each Board meeting whether any information discussed at the meeting requires disclosure.

The policy is reviewed at least every two years and was last reviewed on 26 October 2016.

CHARTERS AND POLICIES

The key corporate governance documents referred to in this section, including policies and charters, are available in the Investor Centre section of the Company's website at: <http://www.metroglass.co.nz/investor-centre/governance/>.

NON-FINANCIAL REPORTING

Metroglass provides non-financial disclosures on matters including operational priorities for the year, risk management, health and safety, and diversity.

At this time, the Company does not report under a recognised environmental, social and governance (ESG) framework, but aims to provide non-financial information that would be useful to its stakeholders.

In the coming year, Metroglass will seek to better understand the material ESG issues for the Company and determine the importance that both the business and external stakeholders place on them.

CORPORATE GOVERNANCE (CONTINUED)

PRINCIPLE 5: REMUNERATION

"The remuneration of directors and executives should be transparent, fair and reasonable."

The Metroglass Board believes its practices ensure fair and reasonable remuneration. The Company's remuneration policies are aimed at ensuring that the remuneration of Directors and all staff properly reflects each person's accountabilities, duties, responsibilities and their level of performance. They are also aimed at making sure that remuneration is competitive in attracting, motivating and retaining staff of the highest calibre.

The Board's People and Culture Committee has a formal Charter. Its membership and role are set out under Principle 3 above.

The Company's remuneration policies and disclosures are covered in the Remuneration section on pages 59 to 63 of this Annual Report.

PRINCIPLE 6: RISK MANAGEMENT

"Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks."

The identification and effective management of the Company's risks is a priority of the Board. It is responsible for:

- a) Identifying the principal risks of Metroglass' business;
- b) Reviewing and ratifying Metroglass' systems of internal compliance and control, risk management and legal compliance, to determine the integrity and effectiveness of those systems; and
- c) Approving and monitoring internal and external financial and other reporting, including reporting to shareholders, the NZX, the ASX and other stakeholders.

The Board has established an Audit and Risk Committee responsible for ensuring that effective risk management systems and internal controls are in place, including reviewing material risk exposures and the steps management has taken to monitor, control and report such exposures.

The Board has made the CEO accountable for all operational and compliance risks across the Group including health and safety (see below). The Chief Financial Officer (CFO) has management accountability for the implementation of the risk framework across all the Company's businesses.

As part of its risk management framework Metroglass continually assesses risks against all relevant areas of material business risk. Metroglass' main risks and mitigation plans are reviewed every six months by the Audit and Risk Committee.

HEALTH AND SAFETY

The health and safety of the Company's staff, contractors and customers is of paramount concern to the Board. Accordingly, all regular Board meetings and risk reviews specifically look at health and safety matters. The Company maintains a Health and Safety risk register for both New Zealand and Australia. This is reviewed annually and revised periodically against key risks.

During the past financial year, the Company has worked to shift the emphasis of its health and safety activities and reporting to the lead indicators that will drive proactive and safety-focused thinking and behaviour along with identification, monitoring and mitigation of workplace risks.

In view of the customer, manufacturing and glazing focus of the business, and the nature of the Company's products, key risks are strains, sprains, contusions and lacerations resulting from the manual aspect of its work processes. Metroglass mitigates these risks by automating activities where possible and by training staff and contractors in correct manual handling practices.

All of the Company's New Zealand properties are certified under the Accident Compensation Corporation (ACC) Partnership Programme at a tertiary level. Each of the seven major manufacturing facilities across New Zealand and Australia is supported by a Safety Manager who reports to senior management.

Group health and safety performance

	FY18	FY17
LTIFR	9.6 (25 injuries)	8.5 (19 injuries)
TRIFR	37.4 (97 injuries)	40.1 (90 injuries)

Definitions:

- Lost-Time Injury Frequency Rate (LTIFR) is measured by calculating the number of injuries resulting in at least one full work day lost per million hours worked; and
- Total Reportable Incident Frequency Rate (TRIFR) is measured by calculating the number of medical treatment cases and lost-time injuries per million hours worked.

Metroglass believes that all injuries are preventable and that its people should get home safe every day. The Company is disappointed that the LTIFR increased during the FY18 year, after reductions in each of the prior two years. In line with this performance, the portion of short-term incentives relating to health and safety will not be paid this year. The majority of incidents in the reporting period related to muscle or joint strains while lifting heavy glass, and Metroglass continuously conducts incident reviews to ensure that the right equipment and processes are in place to manage and reduce these risks.

CORPORATE GOVERNANCE (CONTINUED)

PRINCIPLE 7: AUDITORS

"The Board should ensure the quality and independence of the external audit process."

The Metroglass Audit and Risk Management Committee is charged with overseeing all aspects of the external and internal audit of the Company. It does not take decisions on behalf of the Board. However, it has delegated responsibility for:

EXTERNAL AUDIT

- Recommending the appointment and removal of the auditors;
- Recommending audit fees;
- Reviewing auditor independence and performance;
- Reviewing and monitoring audit service delivery;
- Ensuring the ability of the external auditors to carry out their statutory audit role and their independence is not impaired, or could reasonably be perceived to be impaired; and
- Serving as the primary contact point for auditors in relation to any problems, reservations or issues arising from the audit and referring matters of a material or serious nature to the Board.

INTERNAL AUDIT

- Recommending internal audit assignments; and
- Monitoring and reviewing the internal auditing practices;

The Company does not have a standalone internal audit function. External advisors are employed to evaluate and improve the effectiveness of the Company's risk management and internal processes. Progress and results on these projects are reported regularly to the Audit and Risk Committee or the Board.

The Audit and Risk Committee is authorised by the Board, at Metroglass' expense, to obtain such outside legal or other independent information and advice including market surveys and reports, and to consult with such management consultants and other outside advisors as it views necessary to carry out its responsibilities.

The Audit and Risk Committee meets at least three times each year and has direct access to Metroglass' external and internal auditors and senior management. On at least one occasion each year, the Audit and Risk Committee meets with the external auditors without management present.

ANNUAL SHAREHOLDERS' MEETING

Shareholders have the opportunity to ask questions of the Board and of the external auditors, who attend the Annual Shareholders' Meeting. The external auditors are available to answer questions from shareholders in relation to the conduct of the audit, the independent audit report and the accounting policies adopted by Metroglass.

PRINCIPLE 8: SHAREHOLDER RIGHTS AND RELATIONS

"The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer."

Metroglass endeavours to keep its shareholders informed of all important developments concerning the Company and encourages them to follow its announcements. Metroglass believes that effective engagement with investors will benefit both the Company and investors. As a result of investor feedback, Metroglass' continued aim is to provide clearer communication of the Company's strategic direction, including articulating Metroglass' strategic priorities and how these leverage Metroglass' competitive advantages.

In the 2018 financial year, Metroglass communicated with its shareholders using the following means:

- Periodic market announcements, which are released first to NZX and ASX
- Periodic investor briefings, which are also released first to NZX and ASX
- The Annual and Interim Reports
- The Annual Shareholders' Meeting and the Notice of Meeting
- The Company's corporate website.

The Company's Chair, CFO and Investor Relations Officer currently lead engagement with shareholders and, in line with Metroglass' market disclosure policy, aim to be responsive, to provide clear, accurate and timely disclosures, and to provide meaningful insight into the Company and the industry.

ELECTRONIC COMMUNICATIONS:

Shareholders are encouraged to receive communications from, and send communications to, the Company and its security registry electronically. The shareholder contact point at the Company is: glass@metroglass.co.nz

ANNUAL REPORT

Metroglass' Annual Report and Interim Reports are all available on the Company's website at: <http://www.metroglass.co.nz/investor-centre/annual-interim-reports>. New regulations have recently been introduced that change the way the Company communicates with its shareholders regarding Annual and Half Year Reports. As a result of this change, any previous instructions shareholders have given Metroglass regarding their choice to receive printed copies of the Company's Annual and Half Year Reports no longer apply. If they wish to receive a printed copy of the current Annual Report and future Annual and Interim Reports, they can request these reports by contacting the Company's share registrar, Link Market Services. Any shareholder who does request a hard copy of the Metroglass Annual Report will be sent one in the regular post.

CORPORATE GOVERNANCE (CONTINUED)

SHAREHOLDER VOTING RIGHTS

In accordance with the Companies Act 1993, Metroglass' Constitution and the NZX Main Board Listing Rules, the Company refers major decisions which may change the nature of the Company to shareholders for approval.

Metroglass conducts voting at its shareholder meetings by way of a poll and on the basis of one share, one vote. Further information on shareholder voting rights is set out in Metroglass' Constitution.

NOTICE OF ANNUAL MEETING

Metroglass' previous annual meeting was held on 24 August 2017. The notice of the meeting was released to the market on 8 August 2017. From 2018, the notice of the annual meeting will also be posted in the Investor Centre of the Company's website at least 28 days prior to the meeting. The 2018 meeting will be held on 24 August 2018 and an audio webcast of the meeting will be made available to shareholders.

REMUNERATION

All remuneration packages are reviewed at least annually, taking into account individual and Company performance, market movements and independent advice. The objective of the Company's Remuneration Policy is to ensure that the remuneration of Directors and all staff properly reflects each person's accountabilities, duties, responsibilities and their level of performance, to ensure that remuneration is competitive in attracting, motivating and retaining staff of the highest calibre.

DIRECTOR REMUNERATION:

The Company distinguishes the structure of non-executive Directors' remuneration from that of executive Directors. Non-executive Directors are paid a fixed fee in accordance with the determination of the Board.

The total amount of remuneration and other benefits received by each Director during the year ended 31 March 2018 is set out below. As shown, a number of committee roles and responsibilities subsequently changed with effect from 1 April 2018.

Director	2018 Responsibilities	2018 Directors' Fees
Standing Directors		
Peter Griffiths	Chair of the Board, Chair of the Remuneration Committee	\$106,041**
Angela Bull	Director, Member of the Remuneration Committee	\$75,883
Gordon Buswell	Director, Member of the Remuneration Committee	\$85,000
Russell Chenu	Director, Chair of the Audit and Risk Committee	\$100,000
Rhys Jones	Director	—*
Willem (Bill) Roest	Director, Member of the Audit and Risk Committee and the Nominations Committee	\$92,000
Past Directors		
Sir John Goulter	Chair of the Board, Chair of the Nominations Committee, Member of the Audit and Risk Committee	\$127,000**
Nigel Rigby	Executive Director and Chief Executive Officer	—***
Total		\$585,924

* Rhys Jones was appointed to the Board with effect from 1 April 2018.

** Sir John Goulter resigned from the Board on 20 November 2017, Peter Griffiths was elected as the new Chair of the Board.

*** The Executive Director (CEO) Nigel Rigby did not receive additional remuneration in his capacity as a Director. The CEO resigned from the Board with effect from 31 March 2018, and his remuneration is detailed separately in the Executive Remuneration section below.

In addition to the amounts mentioned above, the Company meets the expenses incurred by Directors in relation to Company matters, which are incidental to the performance of their duties, including travel and accommodation.

As at 31 March 2018, the Chair of the Board receives \$160,000 per annum (with no additional committee fees paid) and the non-executive Directors receive \$80,000 per annum. The Chair of the Audit and Risk Committee receives an additional \$20,000 per annum. Other members of the Audit and Risk Committee receive an additional \$10,000 per annum (excluding the Board Chair Peter Griffiths). The Chair and members of the People and Culture Committee receive an additional \$5,000 per annum. Directors may also seek the Board's approval for special remuneration should the specific circumstances justify this.

The Board reviews its fees on a periodic basis. The maximum aggregate amount of remuneration payable by Metroglass to the non-executive Directors (in their capacity as Directors) is set at \$614,000. The Company formerly had a Fee Pool of \$600,000 which contemplated five non-executive Directors. With Angela Bull being appointed as Metroglass' sixth non-executive Director on 5 May 2017, annualised fees increased beyond the existing Fee Pool limit. On that date, in accordance with NZX Listing Rule 3.5.1, the Fee Pool was increased from \$600,000 to \$614,000.

Directors' fees exclude GST, where appropriate. No retirement or termination benefits are paid to non-executive Directors; however, Directors are entitled to be refunded for reasonable travel and other expenses incurred by them in connection with their attendance at Board or Shareholder meetings, or otherwise in connection with the Metroglass Group's business. The Company does not offer an equity-based remuneration scheme for Directors. The Board considers that Director and executive remuneration is appropriate and is not excessive.

Directors and Officers also have the benefit of Directors and Officers' liability insurance. This covers risks normally included in such policies arising out of acts or omissions of Directors and employees in their capacity as such. The insurance cover is supplemented by the provision of Director and Officer indemnities from the Company but this does not extend to criminal acts.

REMUNERATION (CONTINUED)

EXECUTIVE REMUNERATION:

The remuneration of members of senior management (CEO, SLT and certain direct reports) is designed to promote a higher-performance culture, to secure the participant's retention in Metroglass and to reward performance that underpins the achievement of Metroglass' business strategy and long-term shareholder wealth creation.

The Board is assisted in delivering its responsibilities and objectives for executive remuneration by the People and Culture Committee. The role and membership of this committee is set out in section 1 of the Statement of Corporate Governance.

The CEO's performance is reviewed annually by the Board. The CEO reviews the performance of the SLT and makes recommendations to the Board for approval in relation to the team's remuneration and achievement of key performance indicators (KPIs).

The Board completed a full review of the compensation structures of the CEO and senior management in 2015. The resulting remuneration structure is made up of three elements:

- A fixed base salary
- A short-term incentive (STI)
- A long-term incentive (LTI).

Short-term incentives (New Zealand):

Short-term incentives (STI) are at-risk payments designed to motivate and reward for performance, typically within that particular financial year. The target value of an STI payment is set annually, usually as a percentage of the participant's base salary. For the 2018 financial year, the relevant percentages varied from 10% to 50%.

The STI plans relate to achievement of annual performance metrics which aim to align executives to a shared set of KPIs based on business priorities for the next 12 months and that participants are able to influence. Target measurements are set on either a regional or a national basis depending on the participant's position and role. Target areas for the shared KPIs for 2018 are outlined below:

Target	Weighting	FY18 Result
Earnings before interest and tax (EBIT) performance	50%	Partial achievement
Retrofit revenue growth	10%	Achieved
Express Orders Delivered-In-Full-On-Time (Express DIFOT, being DIFOT achieved on reworks and priority orders)	10%	Not achieved
Reworks	10%	Not achieved
Late tail (ageing of late orders)	10%	Partial achievement
Health and safety	10%	Not achieved

The payable rewards for each STI KPI target are determined by the level of performance achieved and are calculated on a linear scale increasing from the 'Minimum performance target' and receiving 80% of the specified reward, up to the 'Maximum performance target' and receiving 120% of the specified reward. The maximum performance levels (of 120%) allow employees to be rewarded for performance above target levels.

All STI payments are contingent on there being no death or permanent material disability of any worker (exceptions may be made for a motor accident and acts of God as beyond management control). Should this occur, the Board retains discretion to determine the appropriate actions based on the specific circumstances.

Short-term incentives (Australia):

Australian Glass Group (AGG) had a different STI plan in the 2018 financial year, under which eligible participants could earn up to a maximum of 30% of their base salary. The target areas of this plan were:

Target	Weighting	FY18 Achievement
Financial KPIs (EBITDA or EBITD performance)	70%	Not achieved
Personal KPIs	30%	Varied

Long-term incentives

The Company's LTI plan for the 2018 financial year was announced on the 3 August 2017. The LTI plan is made up of both performance share rights and share options. The LTI is designed to secure those employees' retention in Metroglass and to reward performance that underpins the achievement of Metroglass' business strategy and long-term shareholder wealth creation. The key features of the 2018 LTI plan are as follows:

- Participants will be offered an annual award of a specified number of both performance rights and share options in Metroglass (in accordance with the LTI rules)
- The performance rights will enable participants to acquire shares in Metroglass with no consideration payable, subject to Metroglass achieving set performance hurdles and meeting certain vesting conditions
- The share options enable participants to acquire shares in Metroglass at a market-based exercise price, subject to Metroglass achieving set performance hurdles and meeting certain vesting conditions.

A total of 1,584,696 share options and 396,172 performance share rights remain outstanding pursuant to the 2017 LTI plan as at 23 May 2018.

2017 NZ Employee Share Purchase Scheme (Scheme)

On 21 February 2017, Metroglass launched an employee share purchase scheme for New Zealand-based employees. This scheme enabled participants to purchase either \$1,000 or \$2,000 worth of Metroglass shares at a 50% discount to market value. Shares are held in trust on behalf of the participants for a minimum three-year

REMUNERATION (CONTINUED)

holding period until the vesting date of 21 February 2020. Vesting conditions include ongoing employment with the Company as at the vesting date. The Company provided participants with interest-free loans to fund the participant contribution (being 50%) towards the acquisition of the shares, which is to be repaid over the three-year holding period. In aggregate, 348,086 shares were issued under this scheme on 21 February 2017 at an issue price of \$1.54.

Metroglass intends to launch a second iteration of the 2017 share purchase scheme during the 2019 financial year.

Chief Executive Officer's Remuneration:

As announced on 14 December 2017, Metroglass' CEO Nigel Rigby resigned with effect from 31 March 2018. Following his departure, Mr Rigby received a final gross payment totalling \$2,859,618, made up of:

- His contractual entitlements of one year's salary;
- Consideration for extending his restraint of trade to two years;
- A one-off incentive payment as explained below (no portion of the annual STI or LTI schemes was paid);
- Employer KiwiSaver contributions; and
- Outstanding holiday pay.

The Board determined that a one-off incentive payment was to be awarded to Mr Rigby, proportionate to delivery against a set of performance criteria before his departure. The criteria covered the delivery of the capital installation programme and the Company's manufacturing improvement plan.

Mr Rigby was also required to repay an outstanding employee loan in April 2018 relating to the purchase of company shares, totalling \$1,335,000.

Remuneration for the years ended 31 March 2018 and 31 March 2017

Financial year	FIXED REMUNERATION		Total fixed remuneration
	Salary	Other benefits*	
FY18	\$550,000	\$20,385	\$570,385
FY17	\$500,000	\$18,555	\$518,555

* Other benefits include medical insurance and KiwiSaver. The Executive Director was not eligible to participate in the 2017 New Zealand Employee Share Purchase Scheme.

Description of Chief Executive Officer's remuneration for performance for the year ended 31 March 2018

Plan	Description	Performance measures	Percentage of maximum awarded
STI	Set at 50% of fixed remuneration for FY18 on-plan performance, up to a maximum of 1.2 times (equal to 60% of fixed remuneration), where the highest levels of STI targets are achieved.	50%: EBIT performance 10%: Retrofit revenue growth 10%: Express DIFOT 10%: Reworks 10%: Late tail 10%: Health and safety	Not entitled to FY18 STI following resignation.
LTI	The first vesting date was 7 December 2017; however, to date all instruments have been 'out of the money' and none have been exercised.	75% share options require that Metroglass' Total Shareholder Return (TSR) must exceed a compound annual pre-tax rate that is 1% above the Company's cost of equity. 25% performance share rights measured against NSX 50 group TSR hurdle.	All LTI instruments issued within the past 3 years lapsed upon departure.
One-off incentive	Payment dependent on delivery against a set of performance criteria before the CEO's departure from the Company.	Criteria included: delivery of the capital installation programme and progress in the Company's manufacturing improvement plan.	82%

REMUNERATION (CONTINUED)

PAY FOR PERFORMANCE: SHORT-TERM INCENTIVES

Financial year of STI payment	Relevant performance period	% STI awarded against maximum	STI paid
FY19	FY18	0%	\$0*
FY18	FY17	10%	\$28,563
FY17	FY16	67%	\$201,062

*A separate one-off incentive payment awarded to the CEO will be paid in the 2019 financial year as noted above.

PAY FOR PERFORMANCE: LONG-TERM INCENTIVES

	LTI (initial grant values)*	% LTI vested against maximum	Span of LTI performance periods
FY18	125,000	n/a**	08/06/ – 08/06/20
FY17	125,000	n/a**	10/06/16 – 10/06/19
FY16	125,000	100%	07/12/15 – 07/12/17

* These are LTI grant values (not payments), which require relevant hurdles to be met over specific performance periods. Performance with regard to the FY18 LTI scheme will be tested in the FY20 year.

** None available for vesting.

Chief Executive Officer's LTI movements for the year ended 31 March 2018 – Performance Rights

	FY16 issue (March 2016)	FY17 issue (July 2016)	FY18 issue (August 2017)	Total
Balance 1 April 2017	31,888	30,048	0	61,936
Granted	0	0	41,118	41,118
Exercised	0	0	0	0
Forfeited	0	30,048	41,118	71,166
Balance 31 March 2018	31,888	0	0	31,888
Vested and exercisable at 31 March 2018	31,888	0	0	31,888
Vesting date	07/12/17	10/06/19	08/06/20	

Chief Executive Officer's LTI movements for the year ended 31 March 2018 – Share Options

	FY16 issue (March 2016)	FY17 issue (July 2016)	FY18 issue (August 2017)	Total
Balance 1 April 2016	426,136	375,000	0	801,136
Granted	0	0	493,421	493,421
Exercised	0	0	0	0
Forfeited	0	375,000	493,421	868,421
Balance 31 March 2017	426,136	0	0	426,136
Vested and exercisable at 31 March 2018	426,136	0	0	426,136
Vesting date	07/12/17	10/06/19	08/06/20	
Exercise price	\$1.60	\$1.73	\$1.35	

REMUNERATION (CONTINUED)

Employees Remuneration:

The number of employees or former employees (including employees holding office as Directors of subsidiaries) who received remuneration and other benefits in their capacity as employees, the value of which was at or in excess of \$100,000 and was paid to those employees during the financial year ended 31 March 2018, is specified in the table below.

The remuneration figures shown in the "Remuneration" column include all monetary payments actually paid during the course of the 2018 financial year. This includes salary, STI payments that were paid during the year, and the value of performance share rights and share options (LTI) expensed during the financial year.

Remuneration shown below includes settlement payments and payments in lieu of notice with respect to certain employees upon their departure from the Company, but does not include any amounts paid post 31 March 2018 that relate to the year ended 31 March 2018.

The number of employees with remuneration of greater than \$100,000 increased in the 2018 financial year. This is primarily a result of having owned Australian Glass Group for the full 12 months, whereas the 2017 Annual Report reflected remuneration paid to AGG employees for the seven months post AGG's acquisition in September 2016.

Remuneration	Number of employees
100,000 – 110,000	30
110,000 – 120,000	11
120,000 – 130,000	13
130,000 – 140,000	14
140,000 – 150,000	6
150,000 – 160,000	4
160,000 – 170,000	3
170,000 – 180,000	5
180,000 – 190,000	1
190,000 – 200,000	3
200,000 – 210,000	0
210,000 – 220,000	1
220,000 – 230,000	2
230,000 – 240,000	1
240,000 – 250,000	2
290,000 – 300,000	1
460,000 – 470,000	1
480,000 – 490,000	1
600,000 – 610,000	1
620,000 – 630,000	1

STATUTORY INFORMATION

STOCK EXCHANGE LISTING

Metroglass' shares are listed on the New Zealand Stock Exchange (NZX) and Australian Stock Exchange (ASX).

Shares on issue as at 1 May 2018:

Register	Security	Holders	Units
New Zealand	MPG (NZX)	3,348	168,446,013
Australia	MPP (ASX)	97	16,932,073
Total	MPG (Dual)	3,445	185,378,086

Securities issued, and still outstanding, under the 2016, 2017 and 2018 LTI plans:

Long-Term Incentive Scheme	Security	Holders	Units
2016 Performance Share Rights	MPG (NZX)	4	120,791
2016 Share Options	MPG (NZX)	4	822,159
2017 Performance Share Rights	MPG (NZX)	12	169,872
2017 Share Options	MPG (NZX)	12	706,663
2018 Performance Share Rights	MPG (NZX)	29	396,172
2018 Share Options	MPG (NZX)	29	1,584,696

TOP 20 SHAREHOLDERS

Metroglass' top 20 registered shareholders as at 1 May 2018 were as follows:

Rank	Investor Name	Footnote*	Shares at 5 May 2017	% of shares
1	New Zealand Superannuation Fund Nominees Limited	*	14,073,071	7.59%
2	Accident Compensation Corporation	*	12,265,000	6.62%
3	Cogent Nominees Limited	*	11,752,889	6.34%
4	Masfen Securities Limited		8,842,667	4.77%
5	National Nominees New Zealand Limited	*	6,619,493	3.57%
6	JBWere (NZ) Nominees Limited		6,318,915	3.41%
7	Premier Nominees Limited	*	5,940,477	3.20%
8	FNZ Custodians Limited		5,444,835	2.94%
9	Nigel James Rigby		5,418,401	2.92%
10	FNZ Custodians Limited		4,409,370	2.38%
11	Citicorp Nominees Pty Limited		4,077,276	2.20%
12	J P Morgan Nominees Australia Limited		3,329,005	1.80%
13	BNP Paribas Nominees NZ Limited	*	3,167,986	1.71%
14	Citibank Nominees (NZ) Limited	*	2,672,433	1.44%
15	National Nominees Limited		2,220,242	1.20%
16	BNP Paribas Noms Pty Limited		2,190,223	1.18%
17	JP Morgan Chase Bank	*	2,048,042	1.10%
18	Cogent Nominees (NZ) Limited	*	2,031,273	1.10%
19	BNP Paribas Nominees Pty Limited		1,799,395	0.97%
20	HSBC Custody Nominees (Australia) Limited		1,789,915	0.97%
Totals: Top 20 registered holders of ordinary shares			106,410,908	57.41%
Totals: Remaining holders' balance			78,967,178	42.60%

* Held through New Zealand Central Securities Depository Limited (NZCSD). NZCSD provides a custodial depository service which allows electronic trading of securities by its members and does not have a beneficial interest in these shares. As at 1 May 2018, a total of 66,102,306 Metroglass shares (or 35.66% of the ordinary shares on issue) were held through NZCSD.

STATUTORY INFORMATION (CONTINUED)

SUBSTANTIAL SHAREHOLDERS

According to the records kept by the Company under the Financial Markets Conduct Act 2013 the following were substantial holders in the Company as at 1 May 2018. Shareholders are required to disclose their holdings to Metroglass and to its share registrar by giving a "Substantial Shareholder Notice" when:

- They begin to have a substantial shareholding (5% or more of Metroglass' shares)
- There is a subsequent movement of 1% or more in a substantial holding, or if they cease to be have a substantial holding
- There is any change in the nature or interest in a substantial holding.

Investor name	Number of shares	%	Date of most recent notice
Investment Services Group Limited*	16,143,823	8.71%	13/04/18
New Zealand Superannuation Fund Nominees Limited	13,560,455	7.32%	03/10/17
Devon Funds Management Limited*	13,303,823	7.18%	13/04/18
Accident Compensation Corporation	12,265,000	6.62%	13/04/18
Schroder Investment Management (Australia) Limited	11,535,349	6.22%	10/07/17

* The holdings of Investment Services Group Limited are inclusive of the holdings of its subsidiary Devon Funds Management Limited.

The following shareholders ceased to be substantial shareholders during the period 6 May 2017 to 1 May 2018: Henderson Global Investors (Australia) Limited on 28 August 2017 and Milford Asset Management on 12 December 2017. In addition, Commonwealth Bank of Australia became a substantial shareholder on 8 March 2018 and ceased to be a substantial shareholder on 19 March 2018.

DISTRIBUTION OF SHAREHOLDERS

As at 1 May 2018:

Range	Number of holders	Number of shares	%
1 – 1,000	292	213,323	0.12%
1,001 – 5,000	1,092	3,544,190	1.91%
5,001 – 10,000	770	6,236,577	3.36%
10,001 – 50,000	1,052	24,323,363	13.12%
50,001 – 100,000	121	8,699,558	4.69%
Greater than 100,000	118	142,361,075	76.79%
Total	3,445	185,378,086	100.00%

VOTING RIGHTS

Section 15 of the Company's Constitution states that a shareholder may vote at any meeting of shareholders in person or through a representative. Where voting is by a show of hands or voice, every shareholder present (or through their representative) has one vote. In a poll, every shareholder present (or through their representative) has one vote per fully-paid up share they hold. Unless the Board determines otherwise, shareholders may not exercise the right to vote at a meeting by casting postal votes. More detail on voting can be found in Metroglass' Constitution at the following link:

<http://www.metroglass.co.nz/media/1964/metroglass-constitution-of-the-company-29-july-2014.pdf>

STATUTORY INFORMATION (CONTINUED)

TRADING STATISTICS

Metroglass is listed on both the NZX and ASX. The trading ranges for the period 1 April 2017 to 31 March 2018 are as follows:

	NZX	ASX
Minimum:	NZ\$0.71 (27/03/18)	AU\$0.66 (26/03/18)
Maximum:	NZ\$1.55 (28/07/17)	AU\$1.46 (28/07/17)
Range:	NZ\$0.71 - NZ\$1.55	AU\$0.66 - AU\$1.46
Total shares traded	134,590,313	13,278,349

DIVIDEND POLICY

Dividends and other distributions with respect to the shares are only made at the discretion of the Board of Metroglass. Any dividend can only be declared by the Board if the requirements of the Companies Act 1993 are also satisfied. The Board's decision to declare a dividend (and to determine the quantum of the dividend) for shareholders in any financial year will depend on, amongst other things:

- All statutory or regulatory requirements
- The financial performance of Metro Performance Glass
- One-off or non-recurring events
- Metroglass capital expenditure requirements
- The availability of imputation credits
- Prevailing business and economic conditions
- The outlook for all of the above
- Any other factors deemed relevant by the Board.

Subject to the above, Metroglass intends to make dividend payments to shareholders semi-annually, in respect of half years ending 30 September and full years ending 31 March. The dividend is currently expected to be approximately 55% to 75% of NPAT before the amortisation of acquisition-related intangibles and its associated tax effect (NPATA). However, the actual ratio of the dividend paid to NPATA is expected to vary over time to reflect the above factors. Metroglass intends to weight dividends to the second half, with the first half targeting 40% to 50% of the total expected dividend for the year. However, the split will vary according to actual and forecast NPATA and the factors described above. It is the Board's intention to attach imputation credits to dividends to the extent they are available.

In respect of the 2018 financial year, Metroglass paid a full imputed interim dividend of 3.6 cents per share on 23 January 2018, and has declared a fully imputed final dividend of 3.8 cents per share which will be paid on 24 July 2018.

NZX AND ASX WAIVERS

Metroglass received confirmation of waivers from ASX that are standard for a New Zealand company listed on the ASX (including confirmation that Metroglass may prepare and publish its financial information in accordance with New Zealand financial standards).

On 24 November 2015, Metroglass changed its ASX admission category from an ASX Listing to an ASX Foreign Exempt Listing. This change followed amendments to the ASX Listing Rules announced on 10 September 2015 that allow an entity with its primary listing on the NZX Main Board to alleviate its compliance burden as a dual listed entity. The ASX Foreign Exempt Listing category is based on a principle of substituted compliance, recognising that for secondary listings, the primary regulatory role and oversight rest with the home exchange. Metroglass continues to have a full listing on the NZX Main Board.

STATUTORY INFORMATION (CONTINUED)

DIRECTORS' INTERESTS

Directors disclosed, under section 140(2) of the Companies Act 1993, the following interests as at 31 March 2018:

NATURE OF INTEREST

Angela Jennifer Bull

FIFE Logistics Limited	Shareholder
New Zealand Institute of Economic Research	Director

Gordon John Buswell

About Direction Limited	Director and Shareholder
Building Industry Federation	Chair
Construction Strategy Group	Deputy Chair
Platinum Homes Limited	Chair
Quad Concepts Limited	Strategic Advisor
Registered Master Builders Association	Director

Russell Langtry Chenu

5R Solutions Pty Limited	Director
CIMIC Group Limited	Director
James Hardie Industries plc	Director
Reliance Worldwide Corporation Limited	Director

Peter Ward Griffiths

Challenge Petroleum Limited	Director
Great Barrier Airlines Limited	Director and Shareholder
Island Leader Limited	Director and Shareholder
New Plane Co Limited	Director and Shareholder
New Zealand Business and Parliament Trust	Chair and Trustee
New Zealand Diving and Salvage Limited	Director and Shareholder
NZDS Properties (NO 2) Limited	Director and Shareholder
Shoman Limited	Director and Shareholder
Wings over Whales NZ Limited	Director and Shareholder
Z Energy Limited	Chair
Z Energy 2015 Limited	Chair

Rhys Jones

Vulcan Steel Limited	Director and Shareholder
Vulcan Steel Pty Limited	Director and Shareholder
Tru-Test Corporation Limited	Director
Resin & Wax Holdings Limited	Chair and Shareholder

Willem (Bill) Jan Roest

Fisher & Paykel Appliances Holdings Limited	Director
Housing Foundation Limited	Director
Synlait Milk Limited	Director
Synlait Milk Finance Limited	Director

STATUTORY INFORMATION (CONTINUED)

DIRECTORS' SHAREHOLDING IN METROGLASS

The Directors' respective shareholding in Metroglass as at 24 May 2018 is as follows:

	Number of shares directly held	Consideration paid	Date of acquisition
Angela Bull	30,000	\$39,240	20,000 on 10/07/17 and 10,000 on 30/08/17
Russell Chenu	25,000*	\$42,500	29/07/14
Peter Griffiths	130,500	\$139,755	Seven dates between 16/05/16 and 21/02/18
Willem (Bill) Roest	25,000**	\$42,500	29/07/14

* Held by Barratta Super Fund, of which Russell Chenu is the sole beneficiary.

** Willem Jan Roest is a legal owner of the securities as a trustee of the WJ and IJ Roest Family Trust, jointly with the other trustee, Ineke Joanna Henrietta Roest. Willem Jan Roest is also a beneficiary of the WJ and IJ Roest Family Trust.

Subsidiary Company Directors

The following Companies were subsidiaries of Metroglass as at 31 March 2017:

Company	Directors
Australian Glass Group (Holdings) Pty Limited	John Fraser-Mackenzie, Brendan Simpson
Australian Glass Group Finance Company Pty Limited	John Fraser-Mackenzie, Brendan Simpson
Australian Glass Group Investment Company Pty Limited	John Fraser-Mackenzie, Brendan Simpson
Canterbury Glass & Glazing Limited	John Fraser-Mackenzie, Andrew Paterson
Christchurch Glass & Glazing Limited	John Fraser-Mackenzie, Andrew Paterson
Hawkes Bay Glass & Glazing Limited	John Fraser-Mackenzie, Andrew Paterson
I G M Software Limited	John Fraser-Mackenzie, Andrew Paterson
Metroglass Finance Limited	John Fraser-Mackenzie, Andrew Paterson
Metroglass Holdings Limited	John Fraser-Mackenzie, Andrew Paterson
Metropolitan Glass & Glazing Limited	John Fraser-Mackenzie, Andrew Paterson
Taranaki Glass & Glazing Limited	John Fraser-Mackenzie, Andrew Paterson

Section 211(2) of the Companies Act 1993 requires the Company to disclose, in relation to its subsidiaries, the total remuneration and value of other benefits received by the Directors and former directors, together with particulars of entries in the interests registers made, during the year ended 31 March 2018. No subsidiary has directors who are not full-time employees of the Group. The remuneration and other benefits of such employees and former employees (received as employees) totalling NZ\$100,000 or more during the year ended 31 March 2018 are included in the relevant bandings for remuneration disclosed on page 63 of this Annual Report. No Group employee appointed as a director of Metro Performance Glass Limited or its subsidiaries receives or retains any remuneration or other benefits in their capacity as a director.

During the financial year, Nigel Rigby ceased to hold office as a director of each of the eleven subsidiary companies on 29 March 2018, and Andrew Paterson was appointed as a director of each of the eight New Zealand subsidiary companies on the same date.

CURRENCY

Within this Annual Report, all amounts are in New Zealand dollars unless otherwise specified.

CREDIT RATING

Metroglass has not requested a credit rating.

COMPANY DIRECTORY

REGISTERED OFFICE

5 Lady Fisher Place
East Tamaki
Auckland 2013
New Zealand

Email: glass@metroglass.co.nz
Phone: +64 (09) 927 3000

BOARD OF DIRECTORS

Peter Griffiths – Chair, Member of the Audit and Risk Committee

Angela Bull – Non-Executive Director and Chair of the People and Culture Committee

Gordon Buswell – Non-Executive Director and Member of the People and Culture Committee

Russell Chenu – Non-Executive Director and Member of the Audit and Risk Committee

Rhys Jones – Non-Executive Director and Member of the People and Culture Committee (appointed on 1 April 2018)

Willem (Bill) Roest – Non-Executive Director and Chair of the Audit and Risk Committee

SENIOR LEADERSHIP TEAM

John Fraser-Mackenzie – Chief Financial Officer

Robyn Gibbard – Upper North Island Sales

Gareth Hamill – Metroglass Commercial Glazing – Lower North Island

Alex McDonald – Metroglass Operations

Barry Paterson – Metroglass Commercial Glazing

Geoff Rasmussen – Group General Manager, Operations

Dayna Saunders – Metroglass Human Resources

Brendan Simpson – CEO, Australian Glass Group

AUDITOR

PricewaterhouseCoopers
22/188 Quay Street
Auckland 1142
New Zealand

LAWYERS

Bell Gully
Vero Centre
48 Shortland Street
Auckland 1140
New Zealand

BANKERS

ANZ Bank New Zealand Limited
Westpac New Zealand Limited

SHARE REGISTRAR

Link Market Services
Level 11, Deloitte Centre
80 Queen Street, Auckland 1010
PO Box 91976, Auckland 1142

FURTHER INFORMATION ONLINE

This Annual Report, Metroglass' core governance documents, and all Company announcements can be viewed on its website:

<http://www.metroglass.co.nz/investor-centre>.

INVESTOR CALENDAR

2018 Final Dividend record date	9 July 2018
2018 Final Dividend payment date	24 July 2018
2018 Annual Shareholders' Meeting	24 August 2018
2019 Half Year balance date	30 September 2018
2019 Half Year results announcement	November 2018
2019 Full Year balance date	31 March 2019
2019 Full Year results announcement	May 2019

