

---

# 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.

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 information in this section is current as at 23 May 2019 and has been approved by the Board. Metroglass considers that, during the year to 31 March 2019 (reporting period), the Company materially complied with the NZX Code.

Metroglass' shares are also listed on the Australian Securities Exchange (ASX) with ASX Foreign Exempt Listing status. Given this status, the ASX requires the Company to comply with the NZX Main Board Listing Rules and confirm its adherence to these rules annually, and to comply with a specific subset of the ASX Listing Rules.

This corporate governance 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 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. The code is reviewed at least every two years and was last reviewed in July 2017.

#### SHARE TRADING POLICY

Company's Share Trading Policy governs trading in the Company's shares and any associated financial products (during the reporting period these were Metroglass' NZX- and ASX-listed shares). 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.

## CORPORATE GOVERNANCE (CONTINUED)

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 23 May 2019, the Board comprised six Independent Directors. Director profiles and length of service are detailed on pages 12 and 13 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 1 March 2019.

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. Metroglass' Board and CEO delegated authority policies are reviewed at least annually and were last reviewed on 28 March 2019.

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. Board succession is the responsibility of the People and Culture Committee, on behalf of the board.

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 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.

### 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).

Rhys Jones (appointed to the Board during the 2018 financial year) and Gordon Buswell and Russell Chenu (having retired by rotation)

## CORPORATE GOVERNANCE (CONTINUED)

were elected as Directors of Metro Performance Glass Limited at the Company's ASM on 24 August 2018. Angela Bull and Peter Griffiths will each retire by rotation and stand for re-election at the Company's 2019 ASM.

### 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 23 May 2019, all six 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 75 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 Board conducted a full performance review this year (completed in May 2019) with the assistance of governance services firm Propero Consulting. The Audit and Risk Committee was last reviewed in February 2019. The People and Culture Committee was formed in April 2018, and will undertake a review in the coming 12 months.

### DIVERSITY AND INCLUSION:

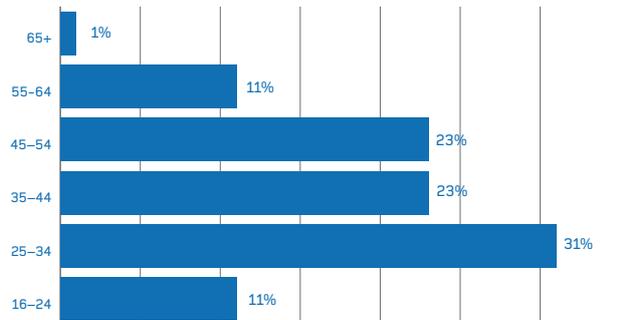
Metroglass and its Board believe that an equal opportunity workplace in which differences in gender, age, ethnicity, nationality, religion, sexual orientation, physical ability, marital status, experience and perspective are well represented, results in a competitive advantage and helps the Company to 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.

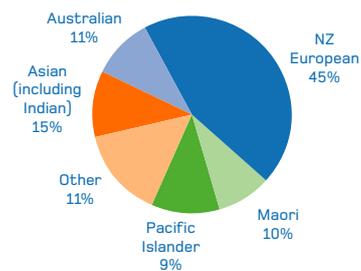
A copy of the Company's Diversity and Inclusion Policy is available in the Corporate Governance section of the Company's website. The Policy is reviewed at least annually and was last reviewed on 30 April 2019.

#### How is our workforce made up?

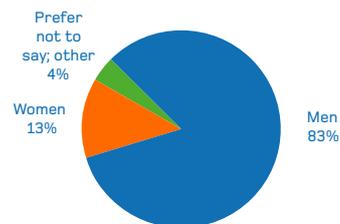
##### Age



##### Ethnicity



##### Gender



## CORPORATE GOVERNANCE (CONTINUED)

As at 31 March 2019 (and 31 March 2018 for the prior comparative period), the mix of gender among the Company's Board and SLT and Board were:

<b>31 March 2019</b>	<b>Female</b>	<b>Male</b>	<b>Total</b>	<b>% Female</b>
Board	1	5	6	17%
Senior Leadership Team	3	5	8	38%

<b>31 March 2018</b>	<b>Female</b>	<b>Male</b>	<b>Total</b>	<b>% Female</b>
Board	1	5	6	17%
Senior Leadership Team	2	6	8	25%

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
- Fair and consistent reward and recognition
- Ensure female candidates are identified for all Board and senior management vacancies

In 2018 the Board approved three strategic initiatives to advance the Company's diversity objectives in the 2019 financial year. The table below details these initiatives and Metroglass' progress against them.

<b>INITIATIVE</b>	<b>PROGRESS MADE</b>
Survey the Company's current workforce to collect baseline diversity and inclusiveness data, and report summarised results in the FY19 Annual Report.	This data was collected as part of the Company's wider staff survey completed in October 2018. A summary of the results are presented above, alongside the required data tables showing Board and SLT gender diversity.
Roll out the second phase of the Company's diversity and inclusiveness training programme to all senior managers, with other staff to follow incrementally.	The Company engaged Diversity Works New Zealand this year and conducted a diversity and inclusion stocktake to determine where the Company is today, and to prioritise improvement efforts going forward. A training programme is in development and will be rolled out in the coming financial year and thereafter.
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.	11% of the Board and senior management roles recruited for in the past financial year had a successful female candidate (2018: 25%) and 17% had at least one short listed female candidate who was interviewed (2018: 38%).  Amandeep Kaur was appointed as Group Health and Safety Manager, and as a member of the SLT in April 2019.

The Company's targets for the 2020 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. Provide diversity and inclusiveness training in line with the programme developed with Diversity Works; and
3. Agree a work program to make the Company a more inclusive and diverse business.

## 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 2019, the Board had two standing committees, being the Audit and Risk Committee and People and Culture Committee.

### BOARD AND COMMITTEE COMPOSITION AND ATTENDANCE 12 MONTHS TO 31 MARCH 2019

	Board meetings attended	Audit and Risk Committee meetings attended	People and Culture Committee meetings attended	Appointed/ Resigned
<b>Meetings held</b>	<b>15</b>	<b>7</b>	<b>6</b>	
<b>SITTING DIRECTORS</b>				
Peter Griffiths	14/15 (c)	7/7		Appointed: 02/09/16
Angela Bull	15/15		6/6 (c)	Appointed: 05/05/17
Gordon Buswell	15/15		6/6	Appointed: 07/10/15
Russell Chenu	14/15	7/7		Appointed: 05/07/14
Rhys Jones	15/15		6/6	Appointed: 01/04/18
Willem (Bill) Roest	15/15	7/7 (c)		Appointed: 05/07/14

(c) indicates Chair.

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.

The Board's committees and their members as at 23 May 2019 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.

### 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 February 2019.

### PEOPLE AND CULTURE 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.

## CORPORATE GOVERNANCE (CONTINUED)

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 last 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 18 to 51 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 22 May 2019.

### 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 continue to better understand the material ESG issues for the Company and determine the importance that both the business and external stakeholders place on them.

### 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 67 to 70 of this Annual Report.

## CORPORATE GOVERNANCE (CONTINUED)

### 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:

- Identifying the principal risks of Metroglass' business;
- 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
- 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, which is reviewed at least annually.

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 and lacerations resulting from the manual aspect of its work processes. Metroglass mitigates these risks by automating activities or providing mechanical assistance where possible, mandating the use of appropriate personal protective equipment and by training staff and contractors in correct manual handling practices.

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 in both FY18 and FY19, after reductions in each of the prior two years. 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.

During the past financial year, the Company has worked to ensure that safety is at the front of people's minds. This has included introducing a formal program in which all senior leadership team members engage in regular safety interactions across the Group, completing active reviews and enhancements of the personal protective equipment (PPE) being used, and appointing a Group Health and Safety Manager (reporting directly to the Group CEO).

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 are supported by a Safety Manager.

Group health and safety performance

	FY19	FY18	FY17
<b>LTIFR</b>	10.5 (28 incidents)	9.3 (24 incidents)	8.5 (19 incidents)
<b>TRIFR</b>	34.8 (93 incidents)	38.2 (99 incidents)	40.1 (90 incidents)

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.

## 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 2019 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 (if the materials are different to that previously released to the 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, CEO, 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](mailto: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>. Shareholders can elect to receive a printed copy of 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 2018. The notice of the meeting was released to the market on 24 July 2018. Minutes of the meeting are available on the Company's website at: <https://www.metroglass.co.nz/investor-centre/annual-shareholders-meeting/>.

The 2019 Annual Shareholders' Meeting is expected to be held on 26 July 2019 in Auckland. The time and place will be provided by notice to all shareholders nearer to that date.

## REMUNERATION REPORT

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 2019 is set out below.

Director	Responsibilities	2019 Directors' Fees
Peter Griffiths	Chair of the Board, Member of the Audit and Risk Committee	\$160,000
Angela Bull	Director, Chair of the People and Culture Committee	\$85,000
Gordon Buswell	Director, Member of the People and Culture Committee	\$85,000
Russell Chenu	Director, Member of the Audit and Risk Committee	\$90,000
Rhys Jones	Director, Member of the People and Culture Committee	\$85,000
Willem (Bill) Roest	Director, Chair of the Audit and Risk Committee	\$100,000
<b>Total</b>		<b>\$605,000</b>

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.

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.

### 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).

## REMUNERATION REPORT (CONTINUED)

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 discretionary short-term incentive (STI)
- A long-term incentive (LTI).

### Short-term incentives:

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 2019 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.

In the 2019 financial year, the target areas were consistent in New Zealand and Australia, and are outlined below:

Target	Weighting	FY19 Result: NZ	FY19 Result: Australia
Earnings before interest, tax and amortisation (EBITA) performance	70%	Achieved in 1 of 3 NZ regions, and at the national level	Not achieved
Deliveries-In-Full-On-Time	30%	Achieved in 1 of 3 NZ regions, not achieved at the national level	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 150% of the specified reward. The maximum performance levels 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.

### Long-term incentives

The Company's LTI plan for the 2019 financial year was announced on the 3 July 2018. 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 2019 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 specified exercise price, subject to Metroglass achieving set performance hurdles and meeting certain vesting conditions.

A total of 3,826,144 share options and 1,075,205 performance share rights remain outstanding pursuant to the 2017, 2018 and 2019 LTI plans as at 23 May 2019.

### 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 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 new employee share scheme during the 2020 financial year.

## REMUNERATION REPORT (CONTINUED)

### Chief Executive Officer's Remuneration:

Metroglass' new CEO Simon Mander joined the Company on 19 November 2018, following former CEO Nigel Rigby's departure on 31 March 2018.

### Fixed CEO remuneration for the past three financial years (12 months to 31 March)

Financial year	CEO	FIXED REMUNERATION		Total fixed remuneration
		Salary	Other benefits**	
FY19	Current	\$214,166*	\$8,173	\$222,339
FY18	Former	\$550,000	\$20,385	\$570,385
FY17	Former	\$500,000	\$18,555	\$518,555

\* Pro-rated for a partial year. The full year salary for Simon Mander is set at \$650,000.

\*\* Other benefits include medical insurance and KiwiSaver.

### Description of Chief Executive Officer's remuneration for performance for the year ended 31 March 2019

Plan	Description	Performance measures	Percentage of maximum awarded
STI	Set at 50% of fixed remuneration for FY19 on-plan performance in New Zealand, up to a maximum of 1.5 times (equal to 75% of fixed remuneration), where the highest levels of STI targets are achieved. Any payment is pro-rated for months of service. STI targets are based on a full year of group performance in FY20.	70%: EBITA performance  30%: DIFOT	59%
LTI	Nil. Will be eligible to participate in the next LTI scheme.		N/A

### PAY FOR PERFORMANCE – SHORT-TERM INCENTIVES

Financial year of STI payment	CEO	Relevant performance period	% STI awarded against maximum	STI paid
FY20	Current	FY19	59%	\$96,342*
FY19	Former	FY18	0%	\$0**
FY18	Former	FY17	10%	\$28,563
FY17	Former	FY16	67%	\$201,062

\* Pro-rated for 4 months out of 12 following the CEO joining in November 2018.

\*\* A separate one-off incentive payment was awarded to the departing CEO in the 2019 financial year as described in detail in the 2018 Annual Report.

### PAY FOR PERFORMANCE – LONG-TERM INCENTIVES

	CEO	LTI (initial grant values)*	% LTI vested against maximum	Span of LTI performance periods
FY19	Current	Nil	n/a	n/a
FY18	Former	125,000	Nil**	08/06/ – 08/06/20
FY17	Former	125,000	Nil**	10/06/16 – 10/06/19
FY16	Former	125,000	Nil	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 FY19 LTI scheme will be tested in the FY21 year.

\*\* These holdings were cancelled when the CEO left the Company (the three year holding hurdle was not met).

## REMUNERATION REPORT (CONTINUED)

### Settlement with former Chief Executive Officer:

In March 2019, Metroglass issued proceedings in the Employment Relations Authority seeking to enforce the comprehensive restraint of trade set out in the 2017 settlement agreement with former CEO, Nigel Rigby. The parties were directed to mediation which was completed in April 2019.

As a result of the mediation, Mr Rigby's restraint of trade has been modified in terms of duration but is enforceable in both Australia and New Zealand. Further assurances have been received from Crescent Capital and Viridian Glass that provide additional support to the protections Metroglass has under the restraint of trade, and Metroglass received a confidential sum as part of the resolution of its claims.

### 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 2019, 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 2019 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 2019 that relate to the year ended 31 March 2019.

Remuneration	Number of employees
100,000 – 110,000	38
110,000 – 120,000	25
120,000 – 130,000	17
130,000 – 140,000	13
140,000 – 150,000	11
150,000 – 160,000	5
160,000 – 170,000	9
170,000 – 180,000	1
180,000 – 190,000	3
190,000 – 200,000	3
200,000 – 210,000	2
210,000 – 220,000	6
220,000 – 230,000	0
230,000 – 240,000	2
240,000 – 250,000	1
250,000 – 260,000	3
260,000 – 270,000	1
340,000 – 350,000	1
420,000 – 430,000	1
480,000 – 490,000	1
520,000 – 530,000	1
2,850,000–2,900,000*	1

\*This reflects the final payment made to the departing CEO in the 2019 financial year.

## 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 2019:

Register	Security	Holders	Units
New Zealand	MPG (NZX)	3,208	164,824,829
Australia	MPP (ASX)	121	20,553,257
<b>Total</b>	<b>MPG (Dual)</b>	<b>3,329</b>	<b>185,378,086</b>

Securities issued, and still outstanding, under the 2016 – 2019 LTI plans:

Long-Term Incentive Scheme	Security	Holders	Units
2016 Performance Share Rights	MPG (NZX)	–	–
2016 Share Options	MPG (NZX)	–	–
2017 Performance Share Rights	MPG (NZX)	12	127,950
2017 Share Options	MPG (NZX)	12	532,266
2018 Performance Share Rights	MPG (NZX)	29	337,834
2018 Share Options	MPG (NZX)	29	1,351,344
2019 Performance Share Rights	MPG (NZX)		609,421
2019 Share Options	MPG (NZX)		1,942,534

### TOP 20 SHAREHOLDERS

Metroglass' top 20 registered shareholders as at 1 May 2019 were as follows:

Rank	Investor Name	Footnote*	Shares at 1 May 2019	% of shares
1	HSBC Nominees (New Zealand) Limited	*	31,002,514	16.72%
2	Accident Compensation Corporation	*	12,091,936	6.52%
3	Masfen Securities Limited		8,842,667	4.77%
4	J P Morgan Nominees Australia Pty Limited		5,470,387	2.95%
5	Nigel James Rigby		5,243,714	2.83%
6	FNZ Custodians Limited		4,787,312	2.58%
7	Citicorp Nominees Pty Limited		4,612,507	2.49%
8	FNZ Custodians Limited		4,610,373	2.49%
9	BNP Paribas Nominees Pty Ltd		3,652,359	1.97%
10	National Nominees Limited		3,227,467	1.74%
11	New Zealand Superannuation Fund Nominees Limited	*	3,203,072	1.73%
12	FNZ Custodians Limited		3,170,779	1.71%
13	Premier Nominees Limited	*	2,436,552	1.31%
14	Cogent Nominees Limited	*	2,369,440	1.28%
15	Cogent Nominees (NZ) Limited	*	2,284,118	1.23%
16	JBWere (NZ) Nominees Limited		2,281,711	1.23%
17	JPMorgan Chase Bank	*	2,244,635	1.21%
18	Citibank Nominees (NZ) Ltd	*	1,651,218	0.89%

## STATUTORY INFORMATION (CONTINUED)

Rank	Investor Name	Footnote*	Shares at 1 May 2019	% of shares
19	BNP Paribas Noms Pty Ltd		1,521,435	0.82%
20	Philip George Lennon		1,345,767	0.73%
<b>Totals: Top 20 registered holders of ordinary shares</b>			<b>106,049,963</b>	<b>57.20%</b>
<b>Totals: Remaining holders' balance</b>			<b>79,328,123</b>	<b>42.80%</b>

\* 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 2019, a total of 60,545,057 Metroglass shares (or 32.66% of the ordinary shares on issue) were held through NZCSD.

### 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 2019. 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 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
Bain Capital Credit, LP	20,475,000	11.05%	30/11/18
Schroder Investment Management (Australia) Limited Investment Services Group Limited	18,332,875	9.89%	03/07/18
<i>Inclusive of:</i>	12,949,138	6.99%	27/11/18
<i>Devon Funds Management</i>	11,999,138	6.47%	
Accident Compensation Corporation	12,091,936	6.52%	25/03/19
National Australia Bank Limited	9,570,413	5.16%	09/04/19

The following shareholders ceased to be substantial shareholders during the period 2 May 2018 to 1 May 2019: New Zealand Superannuation Fund on 29 November 2018.

### DISTRIBUTION OF SHAREHOLDERS

As at 1 May 2019:

Range	Number of holders	%	Number of shares	%
1 – 1,000	287	8.62%	207,746	0.11%
1,001 – 5,000	1,026	30.82%	3,260,369	1.76%
5,001 – 10,000	704	21.15%	5,658,135	3.05%
10,001 – 50,000	1,036	31.12%	24,150,692	13.03%
50,001 – 100,000	139	4.18%	10,266,249	5.54%
Greater than 100,000	137	4.12%	141,834,895	76.51%
<b>Total</b>	<b>3,329</b>	<b>100.00%</b>	<b>185,378,086</b>	<b>100.00%</b>

### 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. Metroglass conducts voting by way of a poll, using this method 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 available on the Company's website at: <https://www.metroglass.co.nz/investor-centre/governance/>.

## STATUTORY INFORMATION (CONTINUED)

### TRADING STATISTICS

Metroglass is listed on both the NZX and ASX. The trading ranges for the period 1 April 2018 to 31 March 2019 are as follows:

	NZX	ASX
Minimum:	NZ\$0.40 (26/11/18)	AU\$0.38 (27/11/18)
Maximum:	NZ\$0.91 (02/07/18)	AU\$0.88 (03/07/18)
Range:	NZ\$0.40 – NZ\$0.91	AU\$0.38 – AU\$0.88
<b>Total shares traded</b>	<b>104,044,597</b>	<b>2,340,185</b>

### 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.

On 26 November 2018, the Company announced its intention to prioritise debt reduction, and that it was targeting a lower leverage ratio for the group (as measured by net debt to rolling 12-month EBITDA) of approximately 1.5 times. At 31 March 2019, this ratio was 2.1 times. No dividends have been declared in respect of the 2019 financial year.

### NZX AND ASX WAIVERS

Metroglass does not have any waivers from the requirements of the NZX Main Board Listing Rules, and has waivers in place with the ASX that are standard for a New Zealand company listed on the ASX.

Metroglass has an ASX Foreign Exempt Listing on the ASX. This 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)

### DISCLOSURE OF DIRECTORS' INTERESTS

Directors disclosed, under section 140(2) of the New Zealand Companies Act 1993, the following interests as at 31 March 2019:

Director and Company	Position
<b>Angela Jennifer Bull</b>	
Callaghan Innovation Research Limited	Director
New Zealand Institute of Economic Research	Deputy Chair
Real Estate Institute of New Zealand	Director
<b>Gordon John Buswell</b>	
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
<b>Russell Langtry Chenu</b>	
5R Solutions Pty Limited	Director
CIMIC Group Limited	Director
James Hardie Industries plc	Director
Reliance Worldwide Corporation Limited	Director
<b>Peter Ward Griffiths</b>	
Great Barrier Airlines Limited	Director and Shareholder
Island Leader Limited	Director and Shareholder
Another New Plane Co Limited	Director and Shareholder
New Zealand Business and Parliament Trust	Chair and Trustee
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
<b>Rhys Jones</b>	
Vulcan Steel Limited	Director and Shareholder
Vulcan Steel Pty Limited	Director and Shareholder
Carbine Aginvest Corporation Limited	Director
Dairy Technology Services Limited	Director
Resin & Wax Holdings Limited	Chair and Shareholder
<b>Willem (Bill) Jan Roest</b>	
Fisher & Paykel Appliances Holdings Limited	Director
Housing Foundation Limited	Director
Synlait Milk Limited	Director
Synlait Milk Finance Limited	Director

## STATUTORY INFORMATION (CONTINUED)

### SUBSIDIARIES AND SUBSIDIARY DIRECTORS

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 2019.

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, and each is a full-time Group employee. 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 2019 are included in the remuneration bandings disclosed on page 70 of this Annual Report.

Within the 2019 financial year, Simon Mander was appointed director of each of the eight New Zealand subsidiaries (19 December 2018), and Andrew Paterson ceased to be a director of the same set of companies on the same date. As at 31 March 2019, Metroglass' subsidiary companies and subsidiary directors were:

Company	Directors
Australian Glass Group (Holdings) Pty Limited	John Fraser-Mackenzie, Jason McGrath
Australian Glass Group Finance Company Pty Limited	John Fraser-Mackenzie, Jason McGrath
Australian Glass Group Investment Company Pty Limited	John Fraser-Mackenzie, Jason McGrath
Canterbury Glass & Glazing Limited	Simon Mander, John Fraser-Mackenzie
Christchurch Glass & Glazing Limited	Simon Mander, John Fraser-Mackenzie
Hawkes Bay Glass & Glazing Limited	Simon Mander, John Fraser-Mackenzie
I G M Software Limited	Simon Mander, John Fraser-Mackenzie
Metroglass Finance Limited	Simon Mander, John Fraser-Mackenzie
Metroglass Holdings Limited	Simon Mander, John Fraser-Mackenzie
Metropolitan Glass & Glazing Limited	Simon Mander, John Fraser-Mackenzie
Taranaki Glass & Glazing Limited	Simon Mander, John Fraser-Mackenzie

### DIRECTORS' SHAREHOLDING IN METROGLASS

The Directors' respective interests in Metroglass shares as at 1 May 2019 are as follows:

	Number of shares in which a relevant interest is held	Acquisition dates	Disposal dates
Angela Bull	45,825	10/07/17, 30/08/17 and 28/08/18	n/a
Gordon Buswell	50,000	25/05/18	n/a
Russell Chenu	25,000	29/07/14	n/a
Peter Griffiths	195,500	Eight dates between 16/05/16 and 29/08/18	n/a
Rhys Jones	58,000	31/08/18	n/a
Willem (Bill) Roest	25,000	29/07/14	n/a

### DONATIONS

For the year ended 31 March 2019, Metroglass, including its subsidiaries, made donations of \$14,368.62 (2018: \$2,226.26).

### NET TANGIBLE ASSETS PER SECURITY

Net tangible assets per security at 31 March 2019: 5.7 cents (31 March 2018: 0.5 cents).

### 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](mailto: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

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

### SENIOR LEADERSHIP TEAM

Simon Mander – Chief Executive Officer

John Fraser-Mackenzie – Chief Financial Officer

Robyn Gibbard – GM Upper North Island

Gareth Hamill – GM Lower North Island

Andrew Dallison – GM South Island

Amandeep Kaur – Group Health and Safety Manager

Barry Paterson – General Manager Commercial Glazing

Dayna Saunders – Human Resources Director

### AUDITOR

PricewaterhouseCoopers  
22/188 Quay Street  
Auckland 1142  
New Zealand

### LAWYERS

Bell Gully  
Vero Centre  
48 Shortland Street  
Auckland 1140  
New Zealand

### BANKERS

Bank of 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

2019 Annual Shareholders' Meeting	26 July 2019
2020 Half Year balance date	30 September 2019
2020 Half Year results announcement	November 2019
2020 Full Year balance date	31 March 2020
2020 Full Year results announcement	May 2020



