

NOTICE OF 2020 ANNUAL MEETING

DEAR SHAREHOLDER

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

LOCATION:

Ellerslie Events Centre, Pakuranga Hunt Room, 80 Ascot Avenue, Remuera, Auckland

DATE AND TIME:

Friday 21 August 2020 at 10:00am (NZST)

BUSINESS AND AGENDA OF THE MEETING

A. CHAIR'S WELCOME AND STRATEGIC OVERVIEW

B. CHIEF EXECUTIVE OFFICER'S REPORT ON FINANCIAL AND BUSINESS PERFORMANCE

C. SHAREHOLDER DISCUSSION

Consideration of any questions submitted prior to the Meeting (to the extent these questions have not been covered in the Chair or Chief Executive Officer's addresses) or raised at the Meeting.

D. RESOLUTIONS

The business of the meeting is to consider and, if thought appropriate, pass the following ordinary resolutions (which require a simple majority of the votes of those shareholders entitled to vote and voting):

1. That the Board be authorised to fix the fees and expenses of PwC as Auditor for the ensuing year.
2. That Graham Stuart be elected as a Director of the Company.
3. That Mark Eglinton be elected as a Director of the Company.

Further information relating to these resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

On behalf of the Board



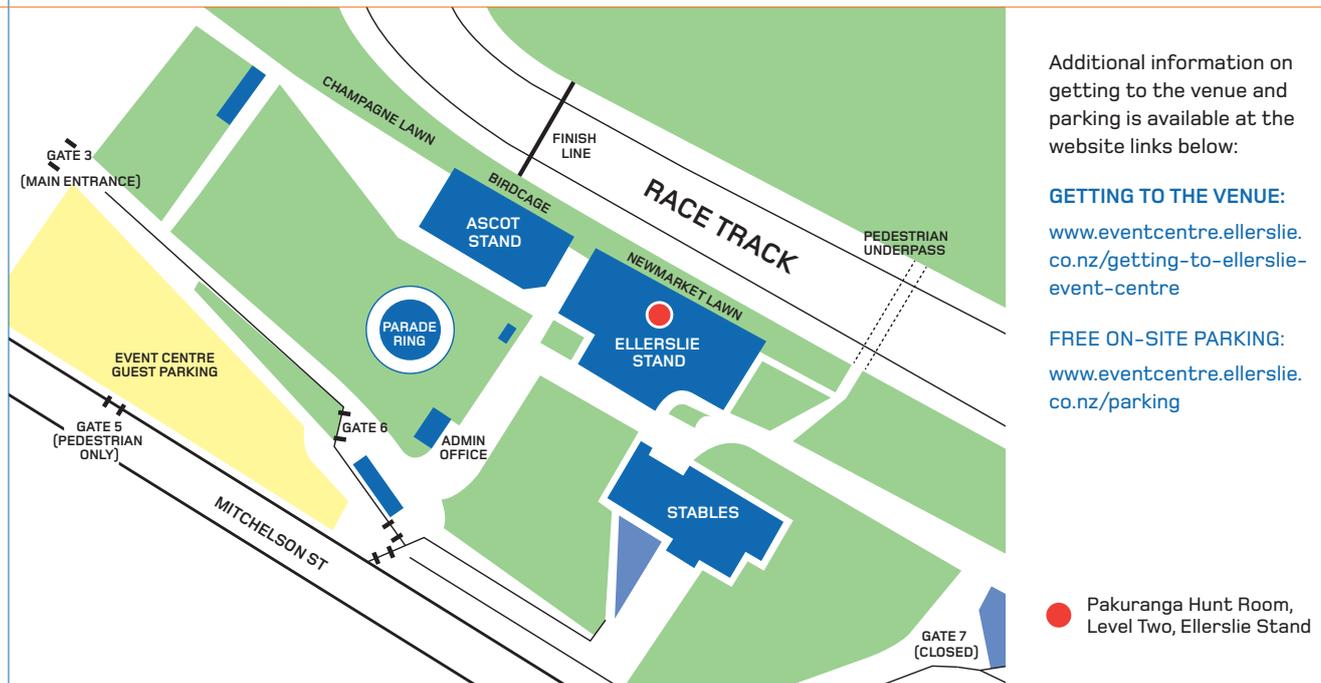
ANDREW PATERSON
COMPANY SECRETARY

22 JULY 2020

EXPLANATORY NOTES

LOCATION AND PARKING

The Meeting will be held in the Pakuranga Hunt Room at Ellerslie Events Centre, 80 Ascot Avenue, Auckland. The Pakuranga Hunt Room is located on level two of the Ellerslie Stand. Public parking is available free of charge at the location shown in yellow on the map below.



RESOLUTIONS

Resolutions 1, 2 and 3 are to be considered as separate ordinary resolutions. To be passed, those resolutions require the approval of a simple majority of the votes of those shareholders entitled to vote and voting.

RESOLUTION 1: AUDITOR FEES AND EXPENSES

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

RESOLUTIONS 2 AND 3: ELECTION OF DIRECTORS

Pursuant to Listing Rule 2.7.1, a director must not hold office without re-election past the third annual meeting following the Director's appointment, or three years, whichever is longer. However, a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Graham Stuart and Mark Eglinton were each appointed by the Board subsequent to the Company's 2019 Annual Shareholders' Meeting, and accordingly each seek to be elected at this Meeting.

In the Board's opinion, both Graham Stuart and Mark Eglinton are Independent Directors of the Company as defined in the NZX Listing Rules. The Board unanimously supports the election of both directors.



GRAHAM STUART

INDEPENDENT, NON-EXECUTIVE DIRECTOR

MEMBER OF THE AUDIT AND RISK COMMITTEE

Appointed: 1 December 2019

Graham has over 30 years' experience in senior executive and governance roles in New Zealand and internationally. He was previously the CEO of Sealord Group from 2007 to 2014 and prior to that was CFO and Director of Strategy with the Fonterra Co-operative Group from 2001 to 2007. Graham is the chair of EROAD Limited, an independent director and chair of the audit committee of Tower Limited, independent director and chair of the audit and risk committee of North West Healthcare Property Management Limited. Graham is a Fellow of Chartered Accountants Australia & New Zealand. Graham has a Master of Science from Massachusetts Institute of Technology and a Bachelor of Commerce from the University of Otago.



MARK EGLINTON

INDEPENDENT, NON-EXECUTIVE DIRECTOR

MEMBER OF THE PEOPLE AND CULTURE COMMITTEE

Appointed: 1 April 2020

Mark is currently the Group Chief Executive Officer and a director of NDA Group, a leading international engineering and fabrication business, and Chair of Blueberry Country Limited. Prior to this, he was the Chief Executive Officer of Tenon Limited (NZX listed at that time) from 2005 to 2009 and held several senior positions with Fletcher Building, including the role of Managing Director of Fletcher Aluminium & Plyco Doors from 1999 to 2001. Mark has a Bachelor of Commerce and a Bachelor of Laws from the University of Otago.

PROCEDURAL NOTES

Voting entitlements for the Meeting will be determined as at 5pm (NZST) on Wednesday 19 August 2020. Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting.

Each resolution will be voted on by way of a poll, in accordance with NZX Listing Rule 6.1.1. Results of the voting will be available after the conclusion of the Meeting and will be notified on the New Zealand and Australian stock exchanges.

HOW TO CAST YOUR VOTE

The 2020 Annual Meeting Admission Card, Proxy or Postal Voting Form (**the Voting Form**) included with this Notice of Meeting allows you, or your proxy, to vote either for or against, or abstain from, each of the resolutions. You may cast your vote in one of two ways:

1. Attend the annual meeting in person and vote; or
2. Proxy appointment or Postal vote.

You can complete the enclosed Voting Form and return it in accordance with the instruction on the Voting Form, so that in each case, your vote is received by Link Market Services Limited no later than 10am (NZST) on Wednesday 19 August 2020.

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

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

SHAREHOLDER QUESTIONS

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

WEBCAST

If you are unable to attend the meeting and would like to follow proceedings, you can view the Annual Meeting live by webcast at the link below. A full replay of the webcast will be available via the same link and can be accessed online at NZX's Investor Centre: <https://www.metroglass.co.nz/investor-centre/>.

PLEASE NOTE: shareholders following proceedings by webcast can vote before the Meeting either by postal or proxy vote (online or by post).

ANNUAL REPORT

The Company's Annual Report for the year ended 31 March 2020 (and previous periods) is available at <https://www.metroglass.co.nz/investor-centre/annual-interim-reports/>.

REFRESHMENTS

After the formal part of the Meeting has concluded, the Company invites you to join members of the Board and Management for light refreshments.

