



TradeWindow
Holdings Limited

2025

Notice of Annual General
Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders of TradeWindow Holdings Limited will be held on Friday, 22 August 2025 at 11am (NZT)

TradeWindow Holdings Limited will be conducting its Annual Meeting as a virtual meeting only

Dear Shareholder,

You are invited to join us for the Annual General Meeting of Shareholders of TradeWindow Holdings Limited (NZX: TWL) (the Company, TradeWindow), to be held virtually via Computershare's Meeting Platform as follows:

Date of meeting: 22 August 2025

Time: 11am (NZT)

Annual Meeting link: <https://meetnow.global/nz>

No physical place of meeting will be made available.

Details of how to participate virtually are provided in the notes below and Virtual Meeting Guide attached to this Notice of Meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting. By using the meeting platform, Shareholders will be able to watch the meeting, and vote and ask questions online using your smartphone, tablet or desktop device.

Important dates and times

(All times are given in New Zealand time)

Latest time for receipt of proxy forms

Wednesday, 20 August 2025 at 11:00am

Record date for voting entitlements

Wednesday, 20 August 2025 at 11:00am

Annual meeting

Friday, 22 August 2025 at 11:00am

BUSINESS

- A Chair's address
- B Annual Meeting presentation
- C Shareholder discussion
- D Resolutions

Shareholders to consider and, if thought fit, pass the following Ordinary Resolutions:

Resolution 1 – Auditor's remuneration

That, in accordance with section 207S of the Companies Act 1993, the Board be authorised to fix the remuneration of the Company's auditor, UHY Haines Norton Sydney, for the ensuing year.

Resolution 2 – Ratification of previous issue of shares pursuant to private placement

That, in accordance with NZX Listing Rule 4.5.1(c), Shareholders approve and ratify, for all purposes, the previous issue of 3,333,329 fully paid ordinary shares in TradeWindow to new eligible and institutional investors pursuant to a private placement, made under NZX Listing Rule 4.5.1, at an issue price of NZ\$0.18 per share which were allotted on 24 June 2025.

- E Other business

EXPLANATORY NOTES

1. Auditor's remuneration

UHY Haines Norton Sydney is the existing auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993 (the **Companies Act**), UHY Haines Norton Sydney is automatically reappointed at the Annual Meeting as auditor of the Company. Section 207S(a) of the **Companies Act** provides that the auditor's fees and expenses must be fixed, either by the Company at that Annual Meeting or in the manner that the Company determines at the Annual Meeting. The proposed Resolution 1, if passed by Shareholders, would authorise the board of directors of the Company (**Board**), consistent with commercial practice, to fix the remuneration of UHY Haines Norton Sydney as the Company's auditor.

2. Ratification of previous issue of shares pursuant to private placement

Over the past 12 months, the Company raised capital on one occasion through a private placement to new eligible and institutional investors. On 23 June 2025, the Company announced it closed its NZ\$600,000 capital raise undertaken via private placement (see <https://www.nzx.com/announcements/453742> and <https://www.nzx.com/announcements/453742>). The capital raise was undertaken via a non-underwritten private placement (**Private Placement**) of 3,333,329 fully paid ordinary shares in TradeWindow to new eligible and institutional investors at an issue price of NZ\$0.18 per share, and were allotted on 24 June 2025 (**Placement Shares**).

The Placement Shares issued were equal to approximately 2.52% of the issued capital of the Company immediately prior to the Private Placement.

The Placement Shares rank equally with all other existing ordinary shares of the Company. No Directors or Senior Managers (or their Affiliates) participated in the Private Placement.

All of the Placement Shares were issued under NZX Listing Rule 4.5.1. NZX Listing Rule 4.5.1 permits an issue of shares up to 15% of the issued share capital of the Company in any 12 month period without prior shareholder approval.

Resolution 2 is being proposed in accordance with NZX Listing Rule 4.5.1(c), which allows Shareholders to ratify a prior issue of shares under NZX Listing Rule 4.5.1. If Shareholders pass Resolution 2, and thereby ratify the issue of 3,333,329 shares in the Company under the Private Placement, the Company's capacity to issue shares under NZX Listing Rule 4.5.1 up to the limit permitted by the rule within the following 12 month period will be refreshed to approximately 20 million shares.

TradeWindow considers that it is important as a growth company to retain the full capacity to undertake further issuances pursuant to NZX Listing Rule 4.5.1, should the Company determine to undertake a further capital raising prior to 24 June 2026. Failure to pass Resolution 2 will not affect the validity of the Placement Shares but will limit TWL to issuing equity securities within its existing placement capacity under NZX Listing Rule 4.5.1 until 24 June 2026.

The Board recommends that Shareholders vote in favour of Resolution 2, as it will provide TradeWindow the flexibility to raise capital as required within NZX's 15% placement limit.

PROCEDURAL NOTES AND OTHER INFORMATION

Persons entitled to vote

The persons who will be entitled to vote at the Annual Meeting are those persons (or their proxies or representatives) registered on the Company's register of Shareholders as the holders of shares as at 11am on **Wednesday 20 August 2025**.

Voting restrictions

Resolution 1

There are no voting restrictions applicable to Resolution 1.

Resolution 2

In accordance with NZX Listing Rule 6.3.1, the Company will disqualify any votes cast by any Shareholders who acquired Placement Shares (and their respective Associated Persons (as defined in the NZX Listing Rules)) in favour of Resolution 2.

A person disqualified from voting may act as a proxy for another person who is qualified to vote in respect shares held by that person and in accordance with that person's express instructions.

Casting your vote

Shareholders may cast their vote in one of three ways:

(a) Attending the meeting

Shareholders will not be able to attend the Annual Meeting in person. Attendance will only be via the Computershare Meeting Platform at <https://meetnow.global/nz>. To access the meeting, click 'Go' under the TradeWindow meeting and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and enter your **CSN/Securityholder Number** and **post code** (or country of residence if outside of New Zealand). Please refer to the Virtual Meeting Guide attached to this Notice of Meeting for more information. You will need the latest version of Chrome, Safari, or Edge to access the meeting. Please ensure your browser is compatible.

(b) Appointing a proxy

All Shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead by signed notice in writing. A proxy need not be a shareholder of the Company. If you appoint a proxy, you may either direct your proxy how to vote for you on some or all Resolutions or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular Resolution, then the proxy will vote as he or she sees fit.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the Meeting will be appointed your proxy and will vote in accordance with your express direction. The Chair of the Meeting intends to vote any undirected proxies held by him in favour of the Resolutions.

If you provide a postal vote (For, Against, Abstain) and also appoint a proxy, your postal vote will take priority over your proxy appointment. A Proxy Form is enclosed with this Notice of Meeting. If used to appoint a proxy, it must be received at Computershare Investor Services, no later than **11am (NZT) on Wednesday 20 August 2025**.

(c) Casting a postal vote

Shareholders who are entitled to attend and vote at the Annual Meeting may cast a postal vote instead of attending in person or appointing a proxy. A Voting/Proxy Form is attached to this Notice of Meeting. If used to cast a postal vote, it must be received at Computershare Investor Services, no later than **11am (NZT) on Wednesday 20 August 2025**.

(d) **Online appointment of proxies and postal voting**

Proxy appointments or postal votes can be lodged online at www.investorvote.co.nz. To vote online you must enter your CSN/Securityholder number, post code/Country of Residence and the secure access Control Number that is located on the front of your Voting/Proxy Form or advised in the email notification you received.

To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

Ordinary Resolutions

The Resolutions will be passed if approved by ordinary resolution at the Annual Meeting. An ordinary resolution means a resolution passed by a simple majority of the votes of Shareholders of the Company entitled to vote and voting on the resolution.

NZX

NZX Regulation Limited (**NZ RegCo**) does not object to this Notice of Meeting and does not take any responsibility for any statement contained within this Notice of Meeting.

More information

If you have any questions or require further information in relation to this Notice of Meeting, please contact the Company's Chief Strategy Officer, Andrew Balgarnie, at andrew@tradewindow.io.