


# ***2CheapCars Group***



## **NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING**

Notice is hereby given that the 2025 Annual Shareholders' Meeting of 2 Cheap Cars Group Limited (2CC or the Company) will be held on 26th September 2025, commencing at 10:00am.

### **ONLINE VENUE**

<https://meetnow.global/nz>



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# DEAR SHAREHOLDER

## The 2 Cheap Cars Group Limited's Board invites you to participate in its 2025 Annual Shareholders' Meeting (ASM).

As a Board, we are mindful of the need to make prudent decisions that deliver value to all shareholders. While we acknowledge there are advantages in holding in person shareholder meetings, the costs are increasingly prohibitive and are difficult to justify.

We have therefore decided that this ASM will be held online. We warmly encourage you all to join us at <https://meetnow.global/nz> on Friday 26th September at 10:00am to learn about your Company's results, plans and ambitions.

# ITEMS OF BUSINESS

1. Company presentation
2. Shareholder questions
3. Resolutions
4. General business

The formal resolutions of the meeting are to consider and, if thought fit, to pass the following ordinary resolutions:

### RESOLUTION 1

That Michael Stiassny be re-elected as a Director of 2 Cheap Cars Group Limited.

### RESOLUTION 2

That Gordon Shaw be re-elected as a Director of 2 Cheap Cars Group Limited.

### RESOLUTION 3

That the Board be authorised to fix the Auditor's fees and expenses.

### EXPLANATORY NOTES

Further information relating to the resolutions is set out in the explanatory notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the information contained in the explanatory notes which follow.

By order of the Board.



Michael Stiassny Chair

# EXPLANATORY NOTES

## Note 1. Shareholder questions

Shareholders may submit written questions to be considered at the ASM. Written questions should be sent to:

**Angus Guerin**  
**2 Cheap Cars Group Limited ASM**  
**102 Mays Road**  
**Onehunga**  
**Auckland 1061**

or by email to: [angus.guerin@2ccgroup.co.nz](mailto:angus.guerin@2ccgroup.co.nz).

2CC reserves the right not to address any questions that, in the Board's opinion, are not reasonable to address in the context of the ASM, or any question received fewer than 5 working days prior to the ASM.

## Note 2. Resolution 1 – Re-election of Michael Stiasny

In accordance with 2CC's constitution and NZX Listing Rule 2.7.1, no director may hold office (without re-election) past the third annual meeting following the director's appointment or re-election, or for three years after that time, whichever is longer. Mr Stiasny is retiring by rotation and offers himself for re-election.

➔ *The Board has determined that Michael Stiasny is an independent Director and unanimously supports his re-election.*

**Michael has extensive business, financial, strategic advisory and governance experience. He is currently Chairman of Tower Limited, Being AI Limited and Momentum Life Limited. He is also a Director of Tegel Group Holdings Limited, and New Talisman Gold Mines Limited.**

With a keen interest in ensuring the justice system is accessible to everyone, Michael is a Director of leading New Zealand litigation funder, LPF Group Limited. He also dedicates significant time to start ups and championing entrepreneurship through his involvement in Founders Advisory. Michael holds both Commerce and Law degrees from the University of Auckland and is a Chartered Fellow and past President of the Institute of Directors.



## Note 3. Resolution 2 – Re-election of Gordon Shaw

In accordance with 2CC's constitution and NZX Listing Rule 2.7.1, Mr Shaw is retiring by rotation and offers himself for re-election.

➔ *The Board has determined that Gordon Shaw is an independent Director and unanimously supports his re-election.*

**Gordon is a professional director and business advisor with over 20 years' management and governance experience in the commercial transport, vehicle retail and regulatory, and government sectors both in New Zealand and overseas.**

Gordon is currently an Independent Trustee of the Nelson Bays Primary Health Trust, Chair of ProMed HR NZ Ltd. He is also a chartered member of the New Zealand Institute of Directors and a committee member of the Institute's Nelson Marlborough branch.



## EXPLANATORY NOTES *CONT.*

### Note 4. Resolution 3 – Auditor's fees and expenses

UHY Haines Norton, Sydney, is automatically reappointed as Auditor under section 207T of the Companies Act 1993. This resolution authorises the Board under section 207S of the Companies Act 1993 to fix the remuneration of the auditor.

➔ *The Board unanimously recommends that shareholders vote in favour of Resolution 3.*

## FURTHER INFORMATION

### Entitlement to vote

All persons on 2CC's register of shareholders as the holders of shares at 5pm on 24 September 2025 will be entitled to vote on the resolutions at this ASM.

### Voting threshold

All resolutions must be passed by ordinary resolution, which is a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person, electronically, or by proxy.

### Attendance and voting

Your rights to vote may be exercised by:

- (a) Attending and voting online via the Computershare Meeting Platform <https://meetnow.global/nz>. Full details are included in the Online Meeting Guide on page 5.
- (b) Appointing a proxy (or representative) to attend and vote in your place. The proxy need not be a shareholder of 2CC and a shareholder who wishes to do so may appoint the Chair of the ASM to act as proxy. A body corporate which is a shareholder may appoint a representative to attend the ASM on its behalf in the same manner as that in which it could appoint a proxy. The form of appointment of proxy and voting instructions accompany this Notice of Meeting.

### Proxy forms

You can appoint a proxy online [www.investorvote.co.nz](http://www.investorvote.co.nz) or complete and send the Proxy Voting Form (enclosed with this Notice of Meeting) by post to Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, New Zealand or email (as a scanned attachment) to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz) so that it is received by Computershare Investor Services Limited by no later than 48 hours before ASM commencement **(being 10:00am on Wednesday 24th September 2025)**.

A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions. If the Chair of the meeting is appointed as proxy and voting is left to his discretion, the Chair will vote in favour of all Resolutions.

If you do not name a person as your proxy, but otherwise complete the proxy form in full, or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction (subject to any voting prohibitions), and any discretion granted on how to vote will be voted in favour of the relevant resolutions.

A Proxy Voting Form is enclosed and, if used, must be lodged with the share registrar, Computershare Investor Services Limited, in accordance with the instructions set out on the form not less than 48 hours before the start of the meeting.

You may return your completed proxy form by delivering it to Computershare Investor Services using one of the following methods:

Online at: [www.investorvote.co.nz](http://www.investorvote.co.nz)

Mail to: Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, New Zealand

Scan and email to: [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

### Results

Following the ASM, the results will be posted at <https://www.2cheapcars.co.nz/investors/announcements> and on [www.nzx.com](http://www.nzx.com).



## How to participate in virtual/hybrid meetings

### Attending the meeting online

Our online meeting provides you the opportunity to participate using your smartphone, tablet or computer.

If you choose to attend you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge.  
Please ensure your browser is compatible.

★ **Visit [https:// meetnow.global/nz](https://meetnow.global/nz)**

### Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click **'JOIN MEETING NOW'**.

### If you are a shareholder:

Select **'Shareholder'** on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country of residence from the drop down box instead of the post code.

Accept the **Terms and Conditions** and click **Continue**.

### If you are a guest:

Select **'Guest'** on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

### If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

### Navigation

When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active. The webcast will appear and begin automatically once the meeting has started.

### Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear. To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution. Your vote has been cast when the green tick appears. To change your vote, select **'Change Your Vote'**.

### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question. Select the Q&A tab and type your question into the box at the bottom of the screen and press **'Send'**.

**Need assistance?** If you have any issues accessing the website please call **+64 9 488 8700**

# ***2CheapC★rs Group***

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## **2 Cheap Cars Group Limited**

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