

Notice of Annual Shareholder Meeting

Solution Dynamics Limited (SDL)

Thursday 20 November 2025 commencing at 10.30am.

Notice is hereby given that the Annual Meeting of Solution Dynamics Limited is to be held as a hybrid meeting (virtual and in person) on Thursday 20 November 2025 commencing at 10.30am in the Company's offices, 18 Canaveral Drive, Albany, Auckland, and online at Computershare Meeting Platform <https://meetnow.global/nz>

Business

The business of the meeting is:

- Chairman's and Company update address.
- To receive and consider the annual report for the year ended 30 June 2025, together with the financial statements and auditor's report.

Resolutions

To consider, and if thought fit, to pass, the following ordinary resolutions:

1. To re-elect Mrs Lee Eglinton, who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rule and in accordance with the Company's constitution, and being eligible, offers herself for re-election as a director. Please review Mrs Lee Eglinton's biography under Explanatory Note 1.
2. To re-elect Mr Elmar Toime, who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rule and in accordance with the Company's constitution, and being eligible, offers himself for re-election as a director. Please review Mr Elmar Toime's biography under Explanatory Note 2.
3. That the Board be authorised to fix the remuneration of Baker Tilly Staples Rodway as the Company's auditors for the 2026 financial year. See Explanatory Note 3.

General Business

To consider such other business as may lawfully be raised at the meeting.

VIRTUAL MEETING INSTRUCTIONS

Shareholders participating in the Annual Meeting virtually through Computershare's Virtual Meeting Platform will need their CSN or holder number which can be found on their Proxy/Voting Form or at the top of your email.

To access the virtual meeting, click 'Go' under the Solution Dynamics Limited meeting and then click 'Join Meeting Now'. Please refer to the accompanying Virtual Meeting Guide for more information.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through your selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions and ask questions, by using their own computers or mobile devices.

Postal Address

Solution Dynamics Limited
PO Box 301248, Albany
Auckland 0752, New Zealand

Physical Address

18 Canaveral Drive
Albany
Auckland 0632

Contact

Phone: +64 9 970 7700
Email: info@solutiondynamics.com
Web: www.solutiondynamics.com

Shareholders will still be able to cast a postal vote or appoint a proxy to vote for them as they otherwise would, by following the instructions on the Proxy Form and this Notice of Annual Shareholder Meeting.

Shareholders may submit questions to be considered at the Annual Meeting.

Proxies and representatives

If you are unable to attend the Meeting online, you may appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on your behalf. The notice appointing a proxy or representative must be received by Computershare Investor Services Limited not later than 10.30am on Tuesday 18 November 2025 by any of the following means:

- Online: visit www.investorvote.co.nz and follow the instructions or, if you have a Smartphone, by scanning the QR code on the first page of the proxy form attached to this Notice of Meeting and following the prompts.
- Email: corporateactions@computershare.co.nz with “SDL Proxy” in the subject line
- Mail: Post your completed form to Computershare Investor Services Limited, Private Bag 92119 Victoria Street West, Auckland 1142.

Procedural Notes

- **Ordinary resolutions:** Resolutions 1, 2 and 3 must be passed by an ordinary resolution of shareholders (i.e., by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution at the Annual Meeting).
- **Persons entitled to vote:** The only persons entitled to exercise votes at the Annual Meeting will be those who are registered as shareholders at 5.00pm on Tuesday 18 November 2025, and only the shares registered in those shareholders’ names at that time will carry a right to vote at the meeting. This does not limit the right of eligible shareholders to appoint a proxy (or, if they are a company, a corporate representative).
- **Proxies:**
 - 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.
 - A proxy need not be a shareholder of the Company they can be any person of your choice, and you may appoint the chairperson of the meeting or any other director to act as proxy. If you have inadvertently not named a proxy, or your named proxy does not attend the meeting, the chairperson will be your proxy and vote in accordance with your expressed direction.
 - A Proxy Form is enclosed and to be effective must be lodged at the registered office of the Company at least 48 hours before the meeting is due to begin, being prior to 10.30am on Tuesday, 18 November 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 you wish to appoint a director, as your proxy, the Company’s chairman (John McMahon) is willing to act on your behalf. If the chairman is appointed as proxy and the voting is left to his discretion, the chairman intends to vote in favour of each of Resolutions 1, 2 and 3. If a proxy is given discretion to vote on a resolution, but the proxy is restricted from voting on that resolution, the proxy must not exercise discretion on such resolution.
- **Representatives:** A body corporate which is a shareholder may appoint a representative to attend the Annual Meeting on its behalf in the same manner as that in which it could appoint a proxy.

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- Shareholder questions:
 - Shareholders attending the meeting virtually will be given the opportunity to raise questions. Please refer to the instructions in the attached Virtual Meeting Guide on how to ask a question. Shareholders may also submit written questions to be addressed at the meeting. During the meeting, the Board intends to answer as many of the most frequently asked questions as is reasonably practicable. The main themes will be aggregated and responded to at the Annual Meeting. Written questions should be sent by post to the Company Secretary, Solution Dynamics Limited, PO Box 301248, Albany 0752 or by email to susiewa@solutiondynamics.com – with **Annual Meeting Question** in the subject line. Please also include your name and shareholder number.
 - SDL reserves the right not to address questions that, in the chairman's opinion are not reasonable in the context of an Annual Meeting.

Presentations

The presentations from the Annual Meeting will be released to the NZX and published on the Company's website at <https://solutiondynamics.com/about/investor-center/>, on or during the Annual Meeting. A summary of the Annual Meeting and the results of voting will be released to the NZX as soon as practicable following the close of the Annual Meeting.

Explanatory Notes

Explanatory notes in respect of the resolutions are set out overleaf.

By Order of the Board of Directors
Solution Dynamics Limited
16 October 2025

Postal Address

Solution Dynamics Limited
PO Box 301248, Albany
Auckland 0752, New Zealand

Physical Address

18 Canaveral Drive
Albany
Auckland 0632

Contact

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Explanatory Notes

Explanatory Note 1 – Re-Election of Lee Eglinton

Under Listing Rule 2.7.1 of the NZX Listing Rules, and in accordance with the Company's constitution a director of an issuer must not hold office (without re-election) past the third annual meeting following the director's appointment or 3-years, whichever is longer. In this case, Mrs Lee Eglinton retires by rotation and being eligible, offers herself for re-election by shareholders at the Annual Meeting.

Director's Biography – Mrs Lee Eglinton

Lee is an experienced executive holding multiple roles and directorships. Lee's executive roles have included CEO of a NZ software business, General Manager Australia & NZ of an IT services and consulting business.. Prior to that she spent thirteen years at IBM NZ & Australia in a range of roles including Consulting Services, leading the company's Data Analytics and Information Management practice. Lee has a broad range of experience across the technology, consumer electronics and telecommunications sectors. Lee is currently the Interim COO for Graph Research Labs (GRL), a symbolic AI software company that creates declarative generators to integrate semantic graphs by instantly creating API's, Apps and LLM Schema for customers. Lee is a non-Executive Director of several private companies and small business owner and director in the Health and Housing sectors. Lee's experience includes strategy and business transformation, sales performance and sales management, and applying technology to business and market challenges. She has a particular focus on organizational culture and building high performing teams. She enjoys Business and individual mentoring and is a member of the NZ Business Mentors organisation.

Explanatory Note 2 – Re-Election of Elmar Toime

Under Listing Rule 2.7.1 of the NZX Listing Rules, and in accordance with the Company's constitution a director of an issuer must not hold office (without re-election) past the third annual meeting following the director's appointment or 3-years, whichever is longer. In this case, Mr Elmar Toime retires by rotation and being eligible, offers himself for re-election by shareholders at the Annual Meeting.

Director's Biography – Mr Elmar Toime

Elmar Toime is an independent advisor in the postal and logistics sector. Elmar was a former chief executive of New Zealand Post Limited during which period he led the formation of Kiwibank. Subsequent roles included executive deputy chairman of Royal Mail, chairman of GLS, a major European courier delivery service, and a member of the Deutsche Post DHL supervisory board. He is currently a non-executive director of Qatar Post and he has been a non-executive director of Solutions Dynamics Ltd since 2016.

He now lives in Melbourne, Australia, after 20 years in the UK. He has a lifetime achievement award for leadership in the postal industry. Elmar holds degrees in science and economics from the University of Melbourne.

Explanatory Note 3 – Auditor's Remuneration

Baker Tilly Staples Rodway is reappointed as the auditor of the Company under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor for the 2026 financial year. The Board unanimously supports resolution 3 and recommends that shareholders vote in favour of it at the meeting.

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