



Notice of Annual Meeting of Shareholders

Due to the current COVID-19 situation, AWF Madison Group Limited (“AWF”) has decided to take the prudent step to hold its Annual Meeting of Shareholders online only. We invite you to join us online for the virtual Annual Meeting.

Notice of Annual Meeting of Shareholders 2020
Where: www.virtualmeeting.co.nz/awf20
When: **Wednesday 30 September 2020 at 9.00am (New Zealand time)**

Shareholders attending the meeting will be able to vote and ask questions at the meeting. Shareholders can also pre-submit questions either online at <https://investorcentre.linkmarketservices.co.nz/voting/AWF> or using the Proxy Form. Questions will need to be submitted by 9.00am (New Zealand time) on Monday 28 September 2020.

If you cannot attend the virtual Annual Meeting, I encourage you to complete and lodge the proxy form in accordance with the instructions on the back of that form so that it reaches Link Market Services by 9.00am (New Zealand time) on Monday, 28 September 2020.

Items of Business:

1. Chairman’s Introduction.
2. To note the consolidated financial statements for the year ended 31st March 2020.
3. CEO’s Report and Update.
4. Resolutions (see Explanatory Notes below):
 - **Director Elections (Ordinary Resolutions)**
In compliance with the rotation requirements of Listing Rule 2.7.1; two directors are due for re-election in 2020:
 - 4.1 **Simon Hull** retires as a Director by Rotation and being eligible offers himself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:
 - Re-elect Simon Hull as a Director.
 - 4.2 **Wynniss Armour** retires as a Director by Rotation and being eligible offers herself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:
 - Re-elect Wynniss Armour as a Director.
 - 4.3 **Laurissa Cooney**
In accordance with Listing Rule 2.7.1, Laurissa Cooney, who was appointed to the Board by the Directors with effect from 1 August 2020; is required to retire from office at this meeting. She offers herself for re-election. Accordingly, the meeting is asked to consider, and if thought fit, to:
 - Re-elect Laurissa Cooney as a Director.



- **Auditors' Fees (Ordinary Resolution)**

4.4 Authorise the Directors to fix the fees of the auditors for the year.

5. To note that Auditors Deloitte are appointed pursuant to Section 200 of the Companies Act 1993.
6. To note that the Directors anticipate issuing Restricted Shares to key staff pursuant to a Staff Share Incentive Scheme; and may redeem and cancel existing shares issued under the 2016, 2018 and 2020 Schemes, if staff holding shares resign from the Group during the year.
7. General Business.

Voting by Proxy

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on that shareholder's behalf. A proxy need not be a shareholder of the Company. To appoint a proxy, a shareholder should complete and sign the proxy form included with the notice of meeting, return it to the office of the Company's Share Registrar. Alternatively, proxy votes can be lodged online by viewing the Link Market Services website: <https://investorcentre.linkmarketservices.co.nz/voting/AFE>. You will be required to enter your CSN/Holder number and Authorisation Code (FIN) to securely access the website, and then follow the prompts to appoint your proxy and exercise your vote.

For a proxy form to be valid, it must be received (either by post or online, as outlined above) no later than 9.00am (NZ time) on Monday 28 September 2020. If the form is sent by post, it must be received by that time at the offices of the Company's Share Registrar, Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142 or Deloitte Centre, Level 11, 80 Queen Street, Auckland, New Zealand.

We hope that you are able to attend the meeting online.

A handwritten signature in black ink, appearing to read 'Ross Keenan', with a long, sweeping underline.

Ross Keenan
Chairman
28 August 2020



EXPLANATORY NOTES:

- **Election of Directors**

Simon Hull biography:

Simon founded the Allied Work Force business in 1988 and was its Managing Director for 27 years. He has been instrumental in growing the AWF Madison Group business from the single original office in Penrose through to listing as a public company and current market leading position as the largest full spectrum recruitment services provider in New Zealand.

Simon is the founder and director of Multihull Ventures; and he is the skipper of the Frank Racing stable of boats. He has substantial experience in property investment; and is a director of Zhik Pty Limited, a world-renown marine apparel brand.

Wynniss Armour biography:

After graduating from University, and then running an educational start-up, Wynniss has held various senior management positions in both the private and public sectors. Following the sale of a highly profitable retail venture, Wynniss went on to co-found and grow the Madison Group, which was acquired by AWF in 2013.

Appointed to the AWF Group Board of Directors in December 2014, which was subsequently re-named AWF Madison Group in 2015, Wynniss ensures her knowledge of both Madison's operations and industry trends continue to benefit the Group's business.

Wynniss advises and mentors a group of businesses around growth, entrepreneurship and innovation, whilst sitting on various formal and advisory boards. She is a member of the Institute of Directors, Global Women, ArcAngels and The Icehouse, and is a trustee of the University of Canterbury Foundation.

Laurissa Cooney biography:

Laurissa, who is of Te Āti Hau Nui a Pāpā Rangī (Whanganui) descent, joined the Board as an Independent Director in August 2020. Bringing experience in both governance and finance, Laurissa chairs the Board's Audit, Finance & Risk Committee.

Laurissa has previously held senior management, auditing and consulting roles with Deloitte in New Zealand, and Deloitte Touche in London, and was the CFO for Te Whare Wānanga o Awanuiārangi. She currently serves as the Chair of Tourism Bay of Plenty, and she is an Independent Director for Air New Zealand.

She is a Trustee on the Charitable Investment Trust for Ngāi Tai ki Tāmaki; and she also holds a role as an independent director on the Audit & Risk board of Nga Tangata Tiaki and was previously a committee member for the Institute of Directors Bay of Plenty Branch. In 2017 she was a recipient of the Institute of Directors Emerging Director Award. Laurissa is a Fellow of the New Zealand Institute of Chartered Accountants, and a Chartered Member of the Institute of Directors in New Zealand.

- **Auditors Fees**

Deloitte is currently AWF Madison Group Limited'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 Annual Meeting. Shareholder approval is sought to authorize the Board to fix the fees and expenses of Deloitte as auditor.