



31 August 2022

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF SEADRAGON LIMITED

Notice is hereby given to all shareholders that the annual meeting of shareholders (**Meeting**) of SeaDragon Limited (**SeaDragon or Company**) will be held by an online meeting using the Company's share registrar's virtual meeting platform at www.virtualmeeting.co.nz/sea22 on **Thursday, 29 September 2022 at 2pm** (New Zealand time).

Further information on the virtual meeting platform, including how to participate, vote and ask questions, is set out under the "Important Information" section of this notice of meeting.

AGENDA

A. Apologies and Executive Chairman's introduction

B. Business update

C. Financial statements

To receive and consider the financial statements and the auditors' report for the year ended 31 March 2022 as contained in the Company's 2022 Annual Report

D. Resolutions

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

Resolution 1 – Re-election of Bryan Mogridge as a director on the Company

"That Bryan Mogridge be re-elected as a director of the Company"

Resolution 2 – Re-election of Stuart Macintosh as a director on the Company

"That Stuart Macintosh be re-elected as a director of the Company"

Resolution 3 – Auditor fees and expenses

"That the directors of the Company be authorised to fix the fees and expenses of the Company's auditor"

Please see the Explanatory Notes in respect of each resolution below.

By order of the Board

ENDS

Contact:

Bryan Mogridge
Executive Chairman
Tel: +64 21 931 355

This notice of meeting is an important document and requires your immediate attention. It should be read in its entirety. It has been prepared to advise you of the forthcoming Meeting and to assist you in understanding the resolutions to be put to shareholders for consideration at the Meeting. The directors encourage you to read this notice of meeting and exercise your right to vote.

If you do not understand any part of this document or are in doubt as to how to deal with it, you should consult your broker or other professional adviser as soon as possible.

EXPLANATORY NOTES

Resolution 1 – Re-election of Bryan Mogridge as a director of the Company

Mr. Mogridge joined the board in February 2019, was elected Chairman in April 2019, and became Executive Chairman in April 2021. In accordance with clause 20.5 of the Constitution, Mr. Mogridge accordingly offers himself for re-election at the Meeting.

Mr. Mogridge has been a public company director since 1984 and has a wealth of experience, both in executive and board roles. He has a BSc in Biochemistry and was instrumental in building a solid export base for New Zealand wine. In 1998 he was made an Officer of the New Zealand Order of Merit for his services to the wine industry and in 2008 was inducted into the New Zealand Wine Hall of Fame.

The Board considers that Mr. Mogridge does not qualify as an Independent Director (as that term is defined in the Constitution) for the purposes of clause 20.1(a) of the Constitution.

Resolution 2 – Re-election of Stuart Macintosh as a director of the Company

Mr. Macintosh joined the SeaDragon board in June 2015 and was re-elected in September 2019. In accordance with clause 20.5 of the Constitution, Mr. Macintosh accordingly offers himself for re-election at the Meeting.

Mr. Macintosh has extensive manufacturing and general management experience in the meat, wood products and consumer goods sectors, including 11 years at multinational food group Cerebos Gregg's. Stuart is the General Manager of the iconic Pic's Peanut Butter.

The Board considers that Mr. Macintosh is an Independent Director (as that term is defined in the Constitution) for the purposes of clause 20.1(a) of the Constitution.

Resolution 3 – Auditor fees and expenses

Baker Tilly Staples Rodway Audit Limited is automatically reappointed at the Meeting as the auditor of the Company under section 207T of the Companies Act 1993. Section 207S of the Companies Act provides that, if the auditor is appointed at a meeting of the company, the fees and expenses of the auditor must be fixed by the company at the meeting or in the manner that the company determines at the meeting. Resolution 3 accordingly authorises the directors of the Company to fix the fees and expenses of the auditor for the financial year ending 31 March 2023.

IMPORTANT INFORMATION

Virtual Shareholder Meeting

Shareholders will only be able to participate in the Meeting online via the virtual meeting platform at www.virtualmeeting.co.nz/sea22. Shareholders cannot attend the Meeting in person.

To attend online via the virtual meeting platform, you will require your CSN/Holder Number for verification purposes. Please join online at least five minutes prior to the start time.

Shareholders attending and participating in the Meeting online via the virtual meeting platform will be able to vote and ask questions during the Meeting.

More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

The Company also offers the facility for Shareholders to submit questions to the Board in advance of the Meeting at <http://investorcentre.linkmarketservices.co.nz/voting/SEA>, or by using the Proxy Form. The Chairman of the Meeting will answer as many of the most frequently asked questions as possible during the Meeting.

You may also appoint a proxy and direct your votes in advance of the Meeting. Please see below.

Proxies

Any Shareholder who is entitled to attend and vote at the online Meeting may appoint a proxy to attend and vote at the online Meeting. A proxy does not need to be a Shareholder. If you appoint a proxy, you may either direct your proxy how to vote for you 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 or abstain from voting as he or she sees fit.

If, in appointing a proxy, 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 online Meeting, the Chairman of the Meeting will act as your proxy and may only vote in accordance with your express direction.

The Chairman of the Meeting is willing to act as proxy for any Shareholder who wishes to appoint him. To appoint the Chairman of the Meeting simply tick the box allocated next to "The Chairman of the meeting" on your Proxy Form.

If the Chairman of the Meeting is appointed as a proxy and you have given your proxy discretion to vote as he or she sees fit, the Chairman of the Meeting will vote in favour of all resolutions.

If you wish to mail the Proxy Form then please send it to our Share Registrar, Link Market Services Limited, using the reply-paid envelope provided. The form may also be emailed to meetings@linkmarketservices.com or posted to Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand.

The completed Proxy Form must be received by our Share Registrar no later than 2pm (New Zealand time) on 27 September 2022. Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can elect to vote their proxies online. Please visit the Link Market Services Investor Centre at <http://investorcentre.linkmarketservices.co.nz/voting/SEA> to appoint your proxy and vote online. You will require your CSN/Holder number and Authorisation Code (FIN) to securely access the website. Follow the prompts to complete your proxy appointment and vote.

Ordinary Resolutions

The business for the Meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution that is approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolution.

Voting

Voting entitlements for the Meeting will be determined as at 5pm (New Zealand time) on 27 September 2022. Registered Shareholders at that time will be the only persons entitled to vote at the Meeting and only the ordinary shares in the Company registered in those Shareholders' names at that time may be voted at the Meeting.

STATUTORY NOTICE

Electronic Annual Reports

The latest Annual Report (which includes the Company's Financial Statements for the year ended 31 March 2022) is now available and can be viewed or downloaded by shareholders on the Company's website <https://www.seadragon.co.nz/invest/annual-reports/> at any time.

If, at any time, you wish to receive (free of charge) a printed copy of the 2022 Annual Report or any future Annual Report, please update your communication preference by visiting the Link Market Services Limited Investor Centre at <https://investorcentre.linkmarketservices.co.nz>. You will need your CSN/Holder Number and Authorisation Code (FIN) to access to your holding information.

To minimise waste, SeaDragon has a strong preference for investor communications to be distributed electronically. If you have not already done so, we encourage you to receive investor communications via email. This is an efficient and cost-effective method of communication. To receive future investor communications electronically please provide or update your details online at any time by visiting the Link Investor Centre (as noted above).

Alternatively, shareholders will need to write to:

Link Market Services Limited
PO Box 91976, Auckland 1142
New Zealand

or email: operations@linkmarketservices.com (please insert SeaDragon in the subject heading, and provide your Full Name & CSN/Holder Number)