

## Notice of Annual Meeting of Shareholders

NOTICE IS HEREBY GIVEN THAT the Annual Meeting of shareholders of Opus International Consultants Limited ('Opus') will be held in the Rydges Latimer Christchurch, 30 Latimer Square, Christchurch, New Zealand on Tuesday 12 April 2016 at 10.30 am (New Zealand time).

### Items of Business

- (A) The Chairman's introduction
- (B) Addresses to shareholders
- (C) Financial statements and reports  
To receive and consider the annual report, including the financial statements and auditors' report for the year ended 31 December 2015.
- (D) Shareholder discussion: Financials
- (E) Resolutions  
To consider, and if thought fit, to pass the following ordinary resolutions:
  - 1. That Opus' Board is authorised to fix the auditor's remuneration and expenses;
  - 2. That Alan Isaac be re-elected as a Director of Opus; and
  - 3. That Fraser Whineray be re-elected as a Director of Opus.
- (F) Shareholder discussion
- (G) Other business  
To consider any other business which may be properly brought before the meeting

By order of the Board



Kerry McDonald  
Chairman

## **Explanatory Notes**

### **Resolution 1: Auditors**

Ernst & Young are automatically re-appointed as auditors under section 200 of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditors.

### **Resolution 2 and 3: Re-election of Directors**

Under clause 20.5 of Opus' constitution, one third of directors (except for an exempt executive director) are required to retire from office at the annual meeting. The directors required to retire at the annual meeting are those directors who have been longest in office since their last election or deemed election.

Alan Isaac and Fraser Whineray will retire by rotation at the Annual Meeting but are eligible for re-election. Each offers himself for re-election. Fraser advises that he proposes to retire from the Board later in 2016 and will advise the market when his position is finalised.

#### **Alan Isaac**

- *Director*
- *Chairman, Audit Committee*
- *Re-elected to the Opus Board: April 2013*

Alan has extensive experience in accounting finance and governance and has been a member of the Opus Board since 2010. He is currently Chairman of McGrath Nicol and Partners, New Zealand Community Trust, the Audit and Risk Committee of the Department of Corrections and Chairman and Director of Acurity Health Group Ltd. Alan is a Director of a number of companies including: Scales Corporation Ltd, Fliway Group Ltd, AKA Investments Ltd, New Zealand Vault Ltd, Selacs Insurance Ltd, Wellington Free Ambulance, Oceania Healthcare (NZ) Ltd, Rakaia Finance Ltd and Rakaia Investments Ltd. Alan also provided Chairmanship and advisory services to a number of independent committees, and is a former national Chairman of KPMG. Alan was previously President of the International Cricket Council. He was made a Companion of the New Zealand Order of Merit (CNZM) in 2013.

## **Fraser Whineray**

- *Director*
- *Re-elected to the Opus Board: April 2013*

Fraser has been a member of the Opus Board since 2008. He brings extensive international business experience encompassing strategy, innovation, commodities and professional services. He is currently Chief Executive of Mighty River Power, and a Director of various companies such as Tuaropaki Power Company. Previous roles include senior positions within Carter Holt Harvey and in the dairy industry. He has also worked as an investment banker with Credit Suisse First Boston.

## **IMPORTANT INFORMATION**

### **Proxies**

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote instead of him or her. To appoint a proxy you should complete and sign the enclosed Proxy Form and return it by mail, fax or vote on-line.

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 she/he 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 your instruction will be to abstain.

If you wish to mail the Proxy Form then please send it to the Share Registrar, Computershare Investor Services Limited, Private Bag 92119, Auckland, 1142 using the freepost envelope provided. Alternatively New Zealand based shareholders may fax the form to 09 488 8787 and overseas shareholders may fax it to +64-9-488 8787.

The completed Proxy Form must be received by the Share Registrar no later than 10:30am (New Zealand time) on 8 April 2016. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### **Ordinary Resolution**

The business for the meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of votes of holders of Securities which carry votes, entitled to vote, and voting.

## **Voting**

Voting entitlements for the Annual Meeting will be determined as at 5:00pm (New Zealand time) on 8 April 2016. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

## **Questions**

Shareholders may submit written questions to be considered at the annual meeting. Written questions should be sent to 'Annual Meeting Questions', C/- Company Secretary, Opus International Consultants Limited, Majestic Centre, PO Box 12-343, Wellington or by email to [alison.swan@opus.co.nz](mailto:alison.swan@opus.co.nz) . Opus reserves the right not to consider any written question that, in the Board's opinion, is not reasonable in the context of an annual meeting, or any question received fewer than five working days prior to the annual meeting (i.e. received after 5 April 2016).

Shareholders attending the annual meeting will have the opportunity to ask questions at the meeting.

## **More information**

If you have any questions, or for more information, please contact Opus' Company Secretary, Alison Swan on 04 471 7035 or if you are calling from overseas, +64 4 471 7035.