

## RAKON LIMITED

### Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Rakon Limited (Rakon) will be held on Friday 7 August 2020, commencing at 2.00pm in Guineas 1 Room, at Ellerslie Event Centre, 80 Ascot Avenue, Remuera, Auckland, New Zealand

### Order of Business

- A. Chair's Welcome and Address**
- B. Chief Executive's Review**
- C. Shareholders' Questions**
- D. Ordinary Resolutions**

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

1. That Lorraine Mary Witten, who retires by rotation and is eligible for re-election, be elected as a director of Rakon.
2. That Keith William Oliver, who retires by rotation and is eligible for re-election, be elected as a director of Rakon.
3. That Yin Tang Tseng, who retires by rotation and is eligible for re-election, be elected as a director of Rakon.
4. That the directors are authorised to fix the remuneration of Rakon's auditor, PricewaterhouseCoopers, for the following year.

Please read the Explanatory Notes in relation to Resolutions 1 to 4 and the Procedural Notes that accompany this Notice of Meeting.

### E. General Business

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

### By Order of the Board



Maureen Shaddick  
Company Secretary

10 July 2020



## Explanatory Notes

### **Resolutions 1, 2 and 3: Re-election of directors Lorraine Mary Witten (Lorraine Witten), Keith William Oliver (Keith Oliver) and Yin Tang Tseng (Tony Tseng).**

- NZX Listing Rule 2.7.1 provides that a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.
- Lorraine Witten, Keith Oliver and Tony Tseng were all last elected at the Annual Meeting of Shareholders held on 17 August 2017.
- Lorraine Witten, Keith Oliver and Tony Tseng all retire by rotation and being eligible for re-election now offer themselves for election as directors of Rakon.
- The Board has determined that Lorraine Witten and Keith Oliver are independent for the purposes of the NZX Listing Rules.
- The Board has determined that Tony Tseng is not independent due to his relationship with Seward Crystal Technology Co., Ltd, which holds approximately 16.6% of Rakon's shares.
- Lorraine Witten, Keith Oliver and Tony Tseng are currently non-executive directors of Rakon and will be non-executive directors of Rakon if re-elected.
- The Board recommends that you vote in favour of the re-election of Lorraine Witten, Keith Oliver and Tony Tseng as directors of Rakon.

**Resolution 1: Lorraine Witten** is an experienced executive manager, entrepreneur and director. She has extensive experience in technology and Information Communications Technology sectors in senior management and finance roles.

Lorraine has held governance roles for more than 20 years and is a fellow of the Institute of Directors. She is currently the Chair of the Corrections Department Audit and Risk Committee and a director of Horizon Energy Group and TIL Logistics Limited. She is also Chair of Simply Security Limited, a company she founded in 2007 and vWork Limited.

Lorraine is the current Chair of the Rakon Board's Audit and Risk Committee.

The Board believes Lorraine Witten's business and finance skills and her experience and knowledge of the communications industry are of great value to the Board's role in governing and developing the strategic direction of Rakon.

**Resolution 2: Keith Oliver** is a professional director and business adviser. Keith has a strong investment and commercial background and is an adviser with ALTO Capital where he is also a director.

He has been a founder and a director of a range of New Zealand technology companies operating in international markets in Asia, Europe and the Americas.

Keith is currently the Executive Chair of Blackhawk Tracking Systems Limited and a director of Wellington Drive Technologies Limited.

Keith is the current Chair of the Rakon Board's People Committee.



The Board believes Keith Oliver's technology focused and international business experience and advisory skills are a significant attribute for the Board's role in governing and developing the strategic direction of Rakon.

**Resolution 3: Yin Tang (Tony) Tseng** is an experienced director and chair of businesses. Tony has more than 30 years' experience in the frequency control product industry. Tony Tseng is the Chair of Siward Crystal Technology Co., Limited a company he founded in 1988. Siward has grown to become one of the leaders in the industry globally.

Tony is based in Taiwan and is actively involved in the decision-making and activities of the Board of Rakon with the support of Roger Yao as an observer and translator.

The Board believes Tony has extensive technical, industry and business knowledge and experience which is very relevant and important to the Board's role in governing and developing the strategic direction of Rakon.

**Further information** about each of Lorraine Witten, Keith Oliver and Tony Tseng, including photographs, may be found on the Rakon website at [www.rakon.com/investor](http://www.rakon.com/investor) and in Rakon's 2020 Annual Report and 2020 Review, both of which are available on the company's website and are available in hardcopy by request to the company or the company's share registrar Computershare.

**Resolution 4: Fixing remuneration of Auditor**

- PricewaterhouseCoopers (**PwC**) is automatically reappointed auditor for Rakon at the Annual Meeting pursuant to section 207T of the Companies Act 1993, unless the auditor gives notice that it does not wish to be reappointed. PwC has not given such notice.
- The resolution is proposed to authorise the directors of Rakon to fix the auditor's fees and expenses for the following year pursuant to section 207S of the Companies Act 1993.
- The Board unanimously recommends that you vote in favour of Resolution 4.



## Procedural Notes

### Voting

- Voting on all resolutions will be by way of poll, meaning that each Rakon shareholder has one vote for each ordinary share held in Rakon by that shareholder.
- Voting entitlements will be determined at the close of trading on 5 August 2020. Registered shareholders at that time will be the only persons entitled to vote in person or by proxy at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at that meeting.
- Resolutions 1, 2, 3 and 4 are ordinary resolutions and, in particular, each resolution to elect a director is a separate ordinary resolution. To pass, each of Resolutions 1, 2, 3 and 4 requires a simple majority of the votes of those shareholders who are entitled to vote and voting on the resolutions in person or by proxy.

### Proxies and Corporate Representatives

- A shareholder may attend the Annual Meeting and vote or may appoint a proxy (who need not be a shareholder), or in the case of a corporate shareholder an authorised officer or representative, to attend the meeting and vote in place of the shareholder. A Proxy/Voting Form is enclosed with this Notice of Meeting.
- If you return a Proxy/Voting Form without directing the proxy how to vote on any particular matter, the proxy may vote as they think fit, or abstain from voting, provided the proxy is eligible to vote on that matter.
- As indicated in the enclosed Proxy/Voting Form, the Chair of the Annual Meeting and other directors of Rakon are willing to act as a proxy for any shareholders who wish to appoint them for that purpose.
- If, in appointing a proxy, a shareholder completes the Proxy/Voting Form in full but does not name a person as their proxy, or a shareholder's named proxy does not attend the meeting, a named person or office (e.g. Board Chair) will act as that shareholder's proxy and only vote in accordance with their express directions. In this situation the proxy would not vote, if expressly granted a discretion, on a resolution which is subject to a voting restriction which applies to the proxy under NZX Listing Rules.
- A shareholder wishing to appoint a proxy should complete the enclosed Proxy/Voting Form and return the form to Rakon's share registrar, Computershare Investor Services Limited, so as to be received no later than 2.00pm on Wednesday 5 August 2020:
  - **online** at [www.investorvote.co.nz](http://www.investorvote.co.nz),
  - **by mail** to Private Bag 92119, Auckland Mail Centre, Auckland 1142, New Zealand, or
  - **by fax** to +64 9 488 8787.

### Quorum

- No business may be transacted at the Annual Meeting if a quorum is not present. A quorum will be present if five shareholders in person or their proxies or representatives are present.
- If you are attending the Annual Meeting in person, please bring the enclosed Proxy/Voting Form to the meeting to assist with your registration.



### Live Audio Stream

- If you are unable to attend the meeting and would like to follow proceedings, register for a live audio stream of the meeting with presentation slides at this link:

[https://us02web.zoom.us/webinar/register/WN\\_jDU2VkodRDS\\_Bg5j5RsvVQ](https://us02web.zoom.us/webinar/register/WN_jDU2VkodRDS_Bg5j5RsvVQ)

### Health and Safety

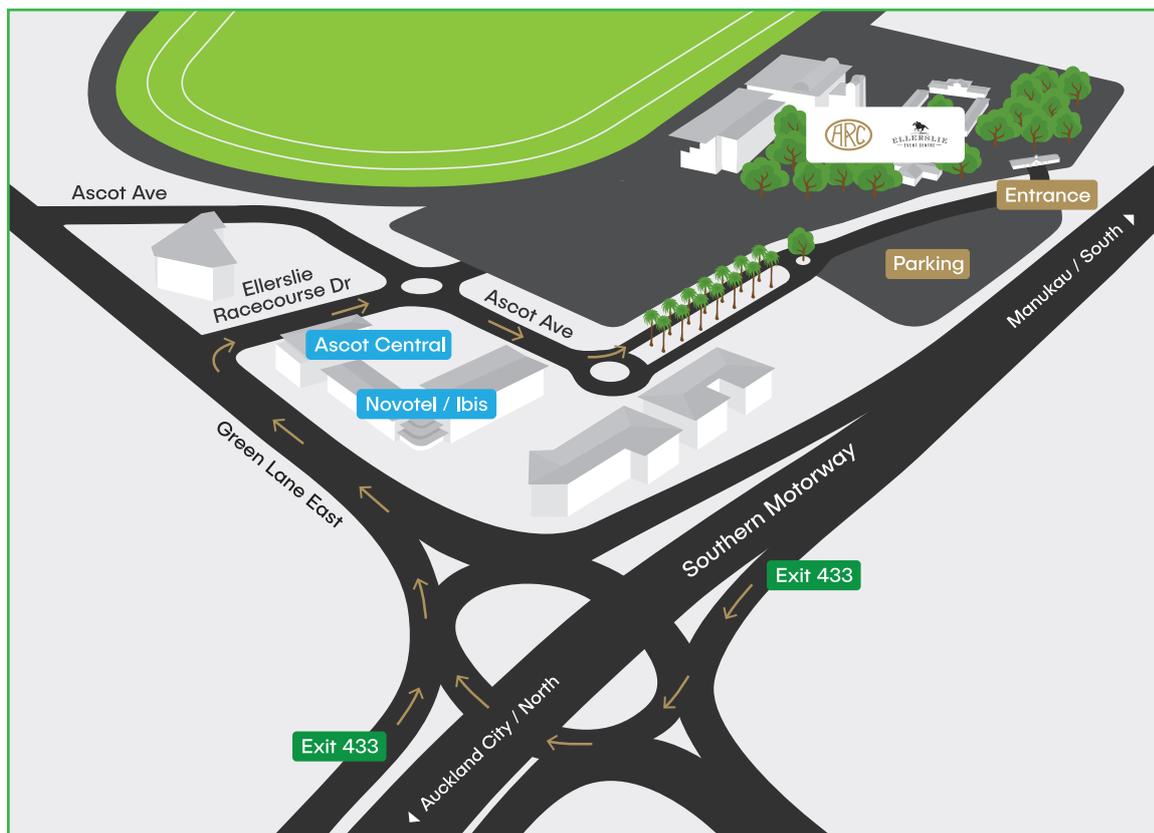
- For the health and safety of everyone, we ask that if you have a cough, a high temperature of 38 degrees or more, shortness of breath, sore throat, sneezing and runny nose or temporary loss of smell that you stay at home.

### Questions

- Shareholders entitled to vote and attend the Annual Meeting may email questions before the day of the Annual Meeting to Rakon's Company Secretary, Maureen Shaddick at [maureen.shaddick@rakon.com](mailto:maureen.shaddick@rakon.com). Note: Rakon may aggregate questions on a similar theme and reserves the right not to address questions that, in the Chair of the Annual Meeting's opinion, are not reasonable in the context of an annual meeting of shareholders.

### Directions for Ellerslie Event Centre

- Access to the Guineas 1 Room at Ellerslie Event Centre will be available from 1.30 pm on 7 August 2020.



<https://www.eventcentre.co.nz/getting-to-ellerslie-event-centre>



**rakon**