METRO
PERFORMANCE GLASS

NOTICE OF SPECIAL SHAREHOLDERS' MEETING

TUESDAY 26 AUGUST 2025

The Special Shareholders' Meeting will be held at 3.00pm (NZST) on Tuesday, 26 August 2025.

The Special Shareholders' Meeting will be a hybrid meeting, allowing shareholders to attend in person or online.

Shareholder Information Line 0800 546 567 (toll free within New Zealand) or +64 9 375 5998 between 8.30am and 5.00pm (NZST), Monday to Friday

This is an important document and requires your immediate attention. You should carefully read it in its entirety (including the Independent Report from Grant Samuel that accompanies this Notice of Meeting as Appendix 2) before deciding whether or not to vote in favour of the Resolutions. If you are in any doubt about what you should do, you should seek advice from your broker or your financial, taxation or legal adviser immediately.

IMPORTANT INFORMATION

Purpose of this Notice of Meeting

The purpose of this Notice of Meeting is to:

- inform you about the Proposed Recapitalisation requiring Metro Performance Glass Limited (**Metro**) Shareholder approval;
- make you aware of the Special Shareholders' Meeting to be held at **MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland** and online at www.virtualmeeting.co.nz/mpgsm25 at 3.00pm on Tuesday, 26 August 2025 to vote on the Resolutions;
- enable you to appraise the implications of the Proposed Recapitalisation; and
- help you decide whether to vote for or against the Resolutions. If you choose not to vote you should be aware that whether the Resolutions are passed or not will be determined solely by reference to the number of votes cast by Shareholders who do vote.

Voting/Proxy Form

Accompanying this Notice of Meeting is a Voting/Proxy Form to enable you to vote on the Resolutions by:

- attending the Special Shareholders' Meeting, whether in person or online;
- casting a postal vote, whether online or by post; or
- appointing a proxy to vote on your behalf at the Special Shareholders' Meeting

You are urged to complete and return the Voting/Proxy Form as soon as possible (and no later than 3.00pm on Sunday, 24 August 2025) if you do not plan to attend the Special Shareholders' Meeting.

Sold your Shares?

If you have sold all of your Shares, please immediately hand this document and the accompanying Voting/Proxy Form to the purchaser or the agent through whom the sale was made, to be passed to the purchaser.

Your decision

This Notice of Meeting does not take into account your individual investment objectives, financial situation or needs. You must make your own decisions and seek your own advice in this regard.

The information and recommendations contained in this Notice of Meeting do not constitute, and should not be taken as constituting, financial advice.

If you are in any doubt as to what you should do, you should seek advice from your financial, taxation or legal adviser before making any decision regarding the Proposed Recapitalisation.

Forward looking statements

This Notice of Meeting contains certain forward looking statements. You should be aware that there are risks (both known and unknown), uncertainties, assumptions and other important factors that could cause the actual conduct, results, performance or achievements of Metro to be materially different from the future conduct, market conditions, results, performance or achievements expressed or implied by such statements or that could cause future conduct to be materially different from historical conduct. Deviations as to future conduct, market conditions, results, performance and achievements are both normal and to be expected.

Forward looking statements generally may be identified by the use of forward looking words such as 'aim', 'anticipate', 'believe', 'estimate', 'expect', 'forecast', 'foresee', 'future', 'intend', 'likely', 'may', 'planned', 'potential', 'should', or other similar words.

Neither Metro nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Notice of Meeting will actually occur. You are cautioned against relying on any such forward looking statements.

NZ RegCo

NZ RegCo has provided written confirmation that it does not object to this Notice of Meeting pursuant to NZX Listing Rule 7.1.1. However, NZ RegCo accepts no responsibility for any statement in this Notice of Meeting.

Effect of rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Notice of Meeting are subject to the effect of rounding. Accordingly, actual calculations may differ from amounts set out in this Notice of Meeting.

Defined terms

Capitalised terms set out in this Notice of Meeting have the meanings given to them in the Glossary.

Currency

In this Notice of Meeting, a reference to $ is to New Zealand dollars, unless otherwise stated.

Date and time of this Notice of Meeting

This Notice of Meeting is given on 11 August 2025.

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1. KEY DATES

Indicative time	Event
11 August 2025	**Notice of Meeting** – date this Notice of Meeting was distributed to Shareholders. **Offer Document** – date the Offer Document and Investor Presentation was released on NZX.
5.00pm (NZST) 22 August 2025	**Voting Eligibility** – time and date for determining eligibility to vote at the Special Shareholders' Meeting
3.00pm (NZST) 24 August 2025	**Voting/Proxy Deadline** – time and date by which Voting/Proxy Forms for the Special Shareholders' Meeting must be received
3.00pm (NZST) 26 August 2025	**Special Shareholders' Meeting** to be held at MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/mpgsm25
If the Resolutions are approved by Shareholders	
27 August 2025 – 5 September 2025	**Rights Trading on NZX** – Eligible Shareholders may be able to sell their Rights on the NZX
1 September 2025	**Rights Offer Opens** – Rights Offer open for Eligible Shareholders to submit applications for Shares
12 September 2025	**Rights Offer Closes** – Rights Offer closes
16 September 2025	**Announcement** – Results of Rights Offer announced, including underwriting commitments and size of Top-up Placement
16 September 2025	**Settlement** – of the Proposed Recapitalisation
19 September 2025	**Completion** – estimated time for completion of the Proposed Recapitalisation

All dates in the table above are indicative only. In particular, the timing of completion of the Proposed Recapitalisation will depend on the timing of the satisfaction of its various conditions, as described in this Notice of Meeting. Any material updates to the timetable will be announced via the NZX Market Announcement Platform (MAP) and notified on Metro's website at www.metroglass.co.nz.

All references to time in this Notice of Meeting are references to New Zealand Standard Time (NZST), unless otherwise stated. Any obligation to do an act by a specified time in NZST must be done at the corresponding time in any other jurisdiction.

2. LETTER FROM THE CHAIR

Shareholders will know that for some time, Metro has performed poorly and been carrying too much debt. As a result, 15 months ago the board was restructured, and directors (mostly new at the time) re-focused heavily on two objectives:

- Comprehensively improve the NZ business. This was mainly via creating the right conditions and expectations for Metro people (at all levels) and greatly improving our customers' experience, both of which inevitably flow through to operating efficiency and financial performance; and
- Halt the plan to sell the Australian business (AGG) and instead recapitalise the balance sheet by raising equity capital. AGG was too valuable a contributor and selling it risked leaving the remaining debt "stranded" on just the NZ operation, as well removing a source of future growth and strong management capability.

The board also undertook to operate in a way more fitting to Metro's situation. This mainly involved trying to find and fix the real problems and issues (not always obvious), trying to make the right decisions (often the harder ones) and moving with urgency (without abrogating our governance responsibilities).

Following the appointment 12 months ago of Simon Bennett, effectively Managing Director, as well as other important people changes, the NZ business is now much improved and with positive momentum. The fact this has not resulted in overall improved group profitability yet is largely a result of the delays inherent in any turnaround strategy as well as construction downturns in both NZ and Australia that occurred during this time.

Over the last 12 months the board has also aggressively pursued options to raise equity capital – reacting to external approaches and itself proactively creating options. A large number of options have been worked on, several have reached an advanced stage but until now, none met the objective of sustainably recapitalising Metro.

Sustainably recapitalising Metro means not only repaying debt but also instilling confidence in Metro with our people and our customers, allowing all of us to focus on what matters which is the business performance, as well as providing the headroom to possibly invest in future earnings growth opportunities.

As part of the board's strategy of on-going option creation, late last year we approached a long list of potential investors including Amari* to gauge their interest in investing in Metro's equity capital raise (which had been previously announced as planned to be $15m and at 3c/share).

* Amari is a privately-owned company operating a network of specialised metals distribution brands across Australia and shares common ultimate ownership with with three businesses in similar industries in the New Zealand market: Wakefield Metals, NZ Tube Mills, and McKechnie Aluminium (which also owns a small customer of Metro).

This ultimately resulted in directors negotiating with Amari to secure their commitment to invest a minimum of $10.5m and a maximum of $15m for a 51% stake in Metro.

Contemporaneously directors worked on the three other ingredients necessary to achieve a full and sustainable recapitalisation, all of which were reliant on Amari's commitment as above:

- a pro rata renounceable rights offer with oversubscription facility of $8.9m
- a commitment of $5.1m from other investors including Simon Bennett and Pramod Khatri, in order to achieve a minimum $15m committed equity raise, which in turn unlocked
- a $10m debt forgiveness and a new debt facility on terms that would allow Metro to achieve its 2-3 year plans.

These sets of transactions form the necessary (and inter-linked) components of the proposed recapitalisation which I and the other directors are herein strongly recommending for your approval.

There were a large number of factors directors considered when formulating, negotiating and recommending the transactions which form the proposed recapitalisation. Focusing on the potential negatives and uncertainties if approved.

Achieving a sustainable balance sheet requires a large amount of equity capital to be raised, particularly relative to the current market value of your shareholding. Pro rata only, this would result in significant dilution of your percentage stake. Looking to offset this, we structured the capital raise with an oversubscription facility that allows for no dilution should you wish to invest up to double your pro rata allocation (or an extra $25,000, if greater).

In the event you are diluted, successful execution of the company's plans over the next 12 months should nevertheless result in a share price higher than current levels, ie a net gain to you even after dilution. Grant Samuel's assessment of value of 5c to 9c post the equity capital raise represents a solid estimation of what Metro's shares should be worth. Further, the outlook from there should be positive with additional gains flowing from our on-going improvement strategies, an inherently growing Australian market due to energy efficiency regulations, as well as earnings growth arising from an ultimate improvement in the NZ and Aus construction markets.

Amari owning 51% provides them with the ability to effectively control Metro in the future. Directors consider the downside risk to shareholders of this to be low. Amari are a successful long-term investor and owner and highly value their reputation. Also, their motives are as an investor in Metro's recapitalisation, and their stated objective is benefitting from Metro's value appreciation over time. They have also stated they are investing

based on the current board and management make-up and strategies and as a result their current intention is to procure we appoint one Amari representative only which we have agreed to do.

Overall, Directors consider that Amari's involvement will in fact turn out to be positive for all shareholders rather than negative.

Amari will pay the same issue price of $0.03 per share as you and other shareholders under the rights offer. However, Directors do not consider a premium for control is either achievable or warranted.

As stated above, Amari's minimum investment in Metro is required to complete all of the other components of the proposed recapitalisation. Without Amari's commitment, Metro would be unable to raise the required amount to pay down debt and refinance its facilities, nor would Metro benefit from the $10 million debt forgiveness agreed with its banking syndicate.

Further, the price negotiated with Amari reflects the fact that we do not expect Amari to enjoy the financial benefits that are often associated with control premiums, given Metro's strongly independent position in its customer markets as well as its continued status as a NZX listed company. The Board will continue (and be required) to act in the best interests of Metro. It will also be required to include a minimum of two independent directors, and transactions with related parties will be regulated.

An on-going factor the board has considered is the conditional and non-binding proposal from Crescent Capital (private equity manager of Metro competitor Viridian) to acquire the company. Directors have maintained positive engagement with Cresent, but there remains no executable transaction to consider or put in front of shareholders. As previously announced, their proposal is highly conditional and uncertain. It includes conditions relating to bank finance, due diligence (by a competitor) and Commerce Commission approval. And notwithstanding an expressed price of $0.08 per share, it is all indicative only and until completion their indicative price is subject to change.

Notwithstanding that this recapitalisation proposal comes with uncertainties and potential negatives, it is the only executable set of transactions that will recapitalise Metro.

Should this recapitalisation proposal not proceed, Metro would have to request a further extension from its banking syndicate past current expiry of 30 September. This is not certain and if it were achieved, Metro would remain over indebted and in need of capital. Any subsequent attempts to raise capital would highly likely be on terms/pricing that are materially worse than the proposed recapitalisation.

A final notable factor is Grant Samuel's independent appraisal summarised as follows:

- Material uncertainty exists for Metro to continue as a going concern and concludes that the proposed recapitalisation will improve the financial position of Metro and Metro's ability to conduct its business efficiently.
- These and other benefits need to be weighed against the dilutionary impact on shareholders and the fact Amari will become the majority shareholder of Metro if the proposed recapitalisation is implemented.
- There are currently no viable alternatives that would provide Metro with the minimum capital required under the conditional agreement for a new three-year facility with a member of its bank syndicate. Grant Samuel also concludes that the terms and conditions of the proposed issue of shares to Simon Bennett and Pramod Khatri are fair to all shareholders.

In summary and taking all of the above factors into account, I and the other directors believe the positives associated with the proposed recapitalisation well-outweigh the potential negatives and uncertainties, and we strongly recommend you vote in favour of the resolutions required to complete it.

Your vote is important. I strongly encourage you to read this Notice of Meeting carefully and exercise your right to vote on this important matter.

On behalf of directors, I would like to sincerely thank shareholders for their support as we seek to turnaround Metro's fortunes. I very much hope you participate in the Special Shareholders' Meeting and look forward to answering any questions you have.

Yours sincerely,

Shawn Beck
Independent Chair, Metro Performance Glass Limited

3. SUMMARY THE PROPOSED RECAPITALISATION

Outline of the Proposed Recapitalisation

The Proposed Recapitalisation involves both a Rights Offer to existing Shareholders and a Top-up Placement to a new majority investor. These are explained below.

- **Rights Offer:** a $8.9m renounceable rights issue to existing Eligible Shareholders, who will be granted a renounceable right (**Right**) to subscribe for 1.6 new Shares at $0.03 for every 1 existing Share held (**Rights Offer**). Eligible Shareholders that do not wish to take up all or some of their Rights may be able to sell Rights they have not taken up, if there is a buyer for those Rights. Eligible Shareholders who take up their Rights in full will be entitled to apply for additional new Shares under an Oversubscription Facility, up to a maximum amount of additional new Shares equal to the greater of 100% of their Rights entitlement or $25,000.
- **Top-up Placement:** a placement to Metals Australia Pty Ltd (**Amari**) at $0.03 per Share of at least $6.1m such that it will own a 51% shareholding in Metro immediately following completion of the Proposed Recapitalisation (**Top-up Placement**).

The Rights Offer and Top-up Placement are together referred to as the **Proposed Recapitalisation**.

If successful, the Proposed Recapitalisation will raise between $15 million and $24 million, depending on the level of subscription in the Rights Offer.

Commitments from wholesale investors

Metro has received prior commitments from approximately ten wholesale investors to subscribe for any shortfall of Shares not taken up by existing Eligible Shareholders through participation in the Rights Offer (**Shortfall Shares**). Two of those investors are Metro's Executive Director Simon Bennett and Independent Director Pramod Khatri, who have personally committed to subscribe for up to $1 million and $200,000 of Shortfall Shares respectively.

Agreement with Amari

Metro has also reached agreement with a new majority investor, Amari Metals Australia Pty Ltd (**Amari**). Amari has agreed to subscribe for 51% of the total Shares on issue. That will be effected by:

- Amari underwriting Shortfall Shares not taken up by the wholesale investors under their commitments with Metro; and
- after allocations under the Rights Offer have been completed, Amari subscribing for further new Shares at the Issue Price so that it reaches a 51% shareholding in Metro, under the Top-up Placement.

Dilutionary impact

The impact of the Top-up Placement will cause most Shareholders to have their shareholding diluted. This is despite the fact that Eligible Shareholders who take up their Rights in full will have the option to subscribe for more than their pro rata entitlement under the Oversubscription Facility (up to a maximum amount). The extent of dilution for each Shareholder will depend on their and other Shareholders' participation in the Rights Offer.

More information regarding how the Proposed Recapitalisation could impact a Shareholder's shareholding, including worked examples, is contained in Section 5(b) of this Notice of Meeting under the heading "Dilutionary Impact".

A new majority shareholder

On completion of the Proposed Recapitalisation, Amari will have a majority shareholding in Metro and will appoint a director to Metro's Board. Amari is a privately-owned company operating a network of specialised metals distribution brands across Australia. It supplies high-quality semi-finished metal materials, including stainless steel, aluminium, and copper, to diverse industries such as construction, infrastructure, mining, manufacturing, and agriculture. For more information, see Section 5 under the heading "Amari as a majority shareholder".

Amari's commitment to provide a meaningful investment in Metro is central to Metro's ability to execute the Proposed Recapitalisation, including paying down debt and refinancing. Without Amari's commitment, the Metro Board would not be confident that Metro could raise the required level of equity capital.

Initially, it is proposed that Amari appoint one director to the Board. Amari may appoint a second director, but has indicated it does not intend to do so in the short term. As a majority shareholder, Amari will be able to carry or reject any ordinary resolution, including to appoint additional directors to, or remove any director from, the Board. This includes the appointment and removal of independent directors, although Metro will continue to be required to maintain at least two independent directors under the NZX Listing Rules. Amari will also have a major influence over any special resolution (which require approval of at least 75% of Shareholders entitled to vote and voting).

There are other potential consequences of Amari being a 51% shareholder, including that Amari will likely be able to determine the outcome of any takeover and be allowed to increase its percentage shareholding in Metro by 'creeping' up to 5% each year under the Takeovers Code.

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New bank facility

Metro has also completed a binding conditional agreement with one of its bank syndicate members for a new three-year facility, on the same pricing as its current facility, and on terms that provide Metro with a platform to achieve its plans over that period. This refinancing is conditional on a minimum of $15 million being raised through the Proposed Recapitalisation. Metro has agreed with its bank syndicate an extension to its current facilities to 30 September 2025, to complete the Proposed Recapitalisation, if approved by Shareholders.

The Proposed Recapitalisation greatly enhances the outlook for Metro's future performance

Metro has faced a number of challenges over the last few years, including a significant and prolonged decline in building activity which drives the majority of demand for Metro's products. Board and management have worked hard to reduce costs, improve production efficiency and increase service levels to restore profitability in this challenging market.

Reducing debt is a key focus of the Board. The Proposed Recapitalisation is expected to result in Metro's net debt falling from $60.6 million as at 31 March 2025 to a forecast level of $27 – 37 million as at 31 March 2026, depending on the amount of capital raised. The decrease in expected net debt is assisted by debt forgiveness of $10 million agreed with Metro's existing bank syndicate to support the Proposed Recapitalisation, which will only be received if the Proposed Recapitalisation is successful by raising at least $15 million.

Metro's bank syndicate have been very supportive while the past and current Board have sought a solution, including granting the time extensions and covenant relief to allow the Board to develop and complete the Proposed Recapitalisation. If the Resolutions proposed in this Notice of Meeting are not approved, Metro would need to find another way to extend or repay its debt. There is no certainty that Metro's bank syndicate would agree to a further extension to Metro's bank facility. If the Proposed Recapitalisation is not executed, the bank syndicate could take action to accelerate the enforcement of its rights, which could result in insolvency. Any such action would likely have significant damaging effects on Metro's standing in the glass market and on its financial performance and share value. If no enforcement action was taken, Metro would remain under capitalised and would likely still need to raise equity capital. The Board considers it highly probable that the terms and pricing of any such future capital raise would be significantly worse for Metro shareholders than the Proposed Recapitalisation.

Many options were pursued, but no other executable options are available

The Board has pursued a range of options to raise capital, reduce debt and/or refinance Metro's debt facilities.

Between February 2023 and May 2024, the Board actively investigated the sale of Metro's Australian subsidiary, Australian Glass Group. That led to detailed discussions with a preferred party, but ultimately the Board reached the view that progressing with the sale would not be in the best interests of Metro or its Shareholders. In May 2024, the Board announced it remained open to all options, but that its then-current intention was to retain its investment in Australian Glass Group, as a sale of that business would not have remediated the balance sheet structure, and progress a capital raise to reduce Metro's debt level.

The Board has also pursued various discussions with parties potentially interested in acquiring or obtaining control of Metro. Despite the Board's efforts, none of these discussions have resulted in a firm proposal that could be brought to Shareholders.

The previous Board pursued discussions with a consortium led by two Shareholders, Takutai Limited (**Takutai**) and Masfen Securities Limited (**Masfen**), following Metro's receipt of an unsolicited, non-binding, indicative proposal from that consortium in July 2023. The consortium came to an end in mid-2024, when Mafsen and Takutai terminated their Co-operation Deed, and there is no active proposal from the consortium.

In September 2024, the Board announced it had entered into terms sheets with Cowes Bay Group Pty Ltd (**Cowes Bay**), under which Cowes Bay would become a Metro Shareholder through a placement of new Shares, provide a commitment to invest further capital in Metro's planned equity capital raise and become Metro's main lender. In December 2024, the Board announced discussions with Cowes Bay were at an end, as the parties had been unable to reach agreement on key final terms.

The Board also investigated and discussed other capital raise solutions with a range of potential investors. However, none of these discussions resulted in an agreement being reached.

As previously announced, on 17 December 2024 the Board received a highly conditional, non-binding proposal from a party managed by Crescent Capital Partners to acquire 100% of Metro Shares at $0.08 per Share. As announced in February 2025, the Board assessed the proposal, but determined it was highly unlikely to result in an executable transaction for Shareholders, including because:

- the proposal was highly conditional, and was subject to significant conditions including due diligence, finance and Commerce Commission approval;
- having carefully considered the legal position and obtained external advice, the Board considered it unlikely the Commerce Commission would approve a combination of Metro and Viridian Glass; and
- the Board considered the combination of a lengthy and costly process, management and Board distraction and strategic pause posed material risks to Metro and Shareholders.

This view has not changed. Crescent Capital Partners (through Viridian NZ BidCo Limited) has since sought Commerce Commission approval for its proposed acquisition of Metro. The Commerce Commission has stated that it has identified potential adverse competitive effects arising from a loss of competition between Viridian and Metro. It released a Statement of Issues relating to Viridian's clearance application, in which it outlines the potential competition issues identified following its initial investigation, and has sought submissions from Viridian, Metro and other interested parties.

There is no certainty Crescent Capital Partners will be granted clearance to acquire Metro. Even if it was granted clearance, there is no certainty Crescent Capital Partners will present a formal, executable offer. The Board's assessment continues to be that it is unlikely that the Commerce Commission will approve a combination of Metro and Viridian Glass. The publication of the Statement of Issues by the Commerce Commission has not caused the Board to change its assessment.

The Commerce Commission will not release its final decision on the clearance application until 20 October 2025. This post-dates the expiry of Metro's existing facility extension, on 30 September 2025. As noted above, there is no certainty Metro could secure a further extension.

Given the need to address Metro's debt position before the expiry of the current extension to its bank facility, and the high level of uncertainty that a formal, executable offer will be made, the Board believes the Proposed Recapitalisation is in the best interests of Shareholders, particularly given the potential for the Metro share price to recover should its New Zealand turnaround be successful and a general market improvement occur.

Should any party present an executable transaction which was assessed to be of potential benefit to Shareholders, the Board's policy remains, to the extent possible, to give Shareholders the opportunity to consider any such transaction.

The Resolutions

There are three interconnected Resolutions that are each required to be passed by way of an ordinary resolution to approve the Proposed Recapitalisation. They relate to:

- approval under rule 7(d) of the Takeovers Code for Amari to acquire greater than 20% of the Shares;
- approval under NZX Listing Rule 4.2.1 for the issue of Shares under the Proposed Recapitalisation; and
- approval under NZX Listing Rule 5.2.1 for the issue of Shares to Simon Bennett and Pramod Khatri as related parties of Metro.

The Board commissioned an Independent Report from Grant Samuel for Shareholders, to support their consideration of the Resolutions.

The Independent Report by Grant Samuel acknowledges that material uncertainty exists for Metro to continue as a going concern and concludes that the Proposed Recapitalisation will improve the financial position of Metro and Metro's ability to conduct its business efficiently. These and other benefits need to be weighed against the dilutionary impact on Shareholders and the fact Amari will become the controlling shareholder of Metro if the Proposed Recapitalisation is implemented.

Grant Samuel concludes that there are currently no viable alternatives that would provide Metro with the minimum capital required under the conditional agreement for a new three-year facility with a member of its bank syndicate. Grant Samuel also concludes that the terms and conditions of the proposed issue of Shares to Simon Bennett and Pramod Khatri are fair to all Shareholders.

These are only some of the conclusions reached in the Independent Report. Shareholders should read the Independent Report attached as Appendix 2.

Recommendation of the Metro Board

The Board fully supports the Proposed Recapitalisation and unanimously recommends that Shareholders vote in favour of the Resolutions being put forward.

4. FREQUENTLY ASKED QUESTIONS

QUESTION	ANSWER	MORE INFORMATION
The Proposed Recapitalisation		
What am I being asked to consider?	You are being asked to consider whether you support the Proposed Recapitalisation, including Amari acquiring a 51% stake in Metro and Simon Bennett and Pramod Khatri's participation. To make this decision, you should read this Notice of Meeting (including the Independent Report) and seek advice if you have any questions.	Read this Notice of Meeting and the Independent Report in Appendix 2.
What does the Board recommend?	The Board fully supports the Proposed Recapitalisation outlined in this Notice of Meeting and unanimously recommends that Shareholders vote in favour of the Proposed Recapitalisation. As noted above, two Board members have committed to subscribe for Shortfall Shares.	See Section 5 "The Proposed Recapitalisation" for more detail.
Is there an independent advisor's report?	Yes. The Board commissioned the Independent Report from Grant Samuel.	See the Independent Report in Appendix 2.
What is required for the Proposed Recapitalisation to proceed?	For the Proposed Recapitalisation to proceed, it is necessary that Shareholders approve the three Resolutions relating to the Proposed Recapitalisation by way of ordinary (greater than 50% of those Shares entitled to vote and voting) resolution.	See Section 5 "The Proposed Recapitalisation", Section 5(c) "Details of the Proposed Recapitalisation" and Section 7 "Explanatory Note" for more detail.
Process		
Where will the Special Shareholders' Meeting be held?	The Special Shareholders' Meeting will be held at 3.00pm (NZST) on 26 August 2025 at MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/mpgsm25	See Section 6 "Notice of Special Meeting of Shareholders" for more detail.
Is anything else being considered at the Special Shareholders' Meeting?	Other than the Resolutions relating to the Proposed Recapitalisation, there will be no matters for Shareholders to consider or vote on.	See Section 6 "Notice of Special Meeting of Shareholders" for more detail.
When will the result of the Special Shareholders' Meeting be known?	As soon as the results are available, Metro will announce them via the NZX and ASX.	Not applicable.

QUESTION	ANSWER	MORE INFORMATION
How do I vote if I am not able to attend the Special Shareholders' Meeting?	You can exercise your right to vote at the Special Shareholders' Meeting in two ways. You can attend the meeting and vote, in person or online. Alternatively, you can appoint a proxy to attend and vote in your place. A Voting/Proxy Form is enclosed with this Notice of Meeting. If you wish to vote by proxy, you must complete the Voting/Proxy Form and ensure it is received by no later than 3.00pm (NZST) on 24 August 2025. If you do not wish to attend the meeting and vote (in person or online) or to appoint a proxy to attend and vote in your place, you can lodge a postal vote. You can also lodge your proxy appointment or postal vote online.	See Section 6 "Notice of Special Shareholders' Meeting" and the Voting/Proxy Form accompanying this Notice of Meeting for more detail.
Why is my vote important?	The Resolutions relating to the Proposed Recapitalisation require the approval of an ordinary (greater than 50% of those shares entitled to vote and voting) resolution.	See Section 5 "The Proposed Recapitalisation" for more detail.
Post Resolutions		
What happens if the Proposed Recapitalisation is not approved?	The Proposed Recapitalisation will not proceed and Metro will need to find another option to refinance or repay its debt or extend its debt terms. Not being able to agree an extension could cause the bank syndicate to take action to accelerate the enforcement of their rights, which could result in insolvency. Any such action would likely have significant damaging effects on Metro's standing in the glass market and on its financial performance and share value.	See Section 5(e) "Metro if the Proposed Recapitalisation does not proceed" for more detail.

5. THE PROPOSED RECAPITALISATION

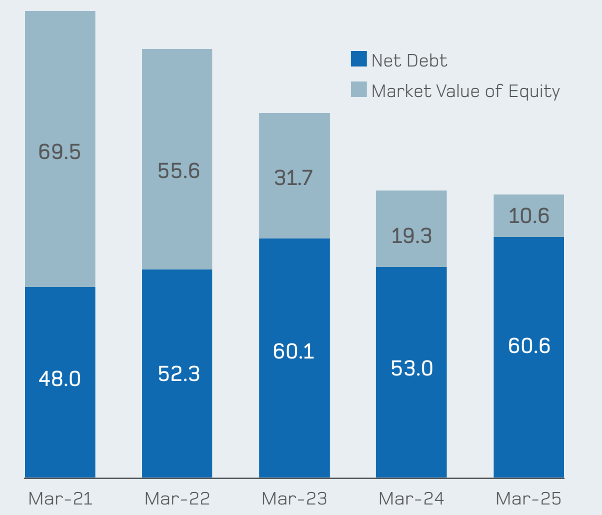
(a) Background to the Proposed Recapitalisation

Metro currently operates in the glass processing and installation sectors in New Zealand, under the Metro Performance Glass business, and in glass processing in Australia, under the Australian Glass Group business. In the year to 31 March 2025, Metro generated $134 million of revenue from its New Zealand operations and $80 million from its operations in Australia. As at the date of this Notice of Meeting, Metro had a market capitalisation of approximately $9 million.

Metro's primary business is the manufacture of double glazed glass units which it supplies to aluminium window fabricators for installation into new or renovated houses, and therefore demand for its products is closely linked to building activity in both New Zealand and Australia. Metro estimates it has an approximate 30% share of the market for residential supply to New Zealand window manufacturers, and approximately 17% in the New South Wales, Victoria and Tasmanian markets it services in Australia. Metro also processes and installs a large range of laminated, toughened and other single glass solutions for the New Zealand residential and commercial construction sectors.

A sustained period of reduced building activity, the entry of a new competitor in the New Zealand market in 2020 and a delayed response to cost cutting in response to low activity levels saw Metro's profitability and market value decline over the past two to three years. As a result, Metro has higher debt levels than it and its bank syndicate desire and this has impacted the perception of Metro with customers, suppliers and employees as well as being a major distraction for the Board and management.

Metroglass' Net Debt and Market Value of Equity Over Time



The Board has pursued a range of options to raise capital, reduce debt and/or refinance Metro's debt facilities.

Between February 2023 and May 2024, the Board actively investigated the sale of Metro's Australian subsidiary, Australian Glass Group. That led to detailed discussions with a preferred party, but ultimately the Board reached the view that progressing would not be in the best interests of Metro or its Shareholders. In May 2024, the Board announced it remained open to all options, but that its then-current intention was to retain its investment in Australian Glass Group, and a sale of that business would not have remediated the balance sheet structure, and progress a capital raise to reduce its debt level.

The Board has also pursued various discussions with parties potentially interested in acquiring or obtaining control of Metro. Despite the Board's efforts, none of these discussions have resulted in a firm proposal that could be brought to Shareholders.

The previous Board pursued discussions with a consortium led by two Shareholders, Takutai Limited and Masfen Securities Limited, following Metro's receipt of an unsolicited, non-binding, indicative proposal from that consortium in July 2023. The consortium came to an end in mid-2024 when Masfen and Takutai terminated their Co-operation Deed, and there is no active proposal from the consortium.

In May 2024, the Board announced it remained open to all options, but that its then-current intention was to retain its investment in Australian Glass Group and progress a capital raise to reduce its debt level.

In September 2024, the Board announced it had entered into term sheets with Cowes Bay Group Pty Ltd (**Cowes Bay**), under which Cowes Bay would become a Metro Shareholder through a placement of new Shares, provide a commitment to invest further capital in Metro's planned equity capital raise and become Metro's main lender. In December 2024, the Board announced discussions with Cowes Bay were at an end, as the parties had been unable to reach agreement on key final terms.

The Board also investigated and discussed other capital raise solutions with a range of potential investors. However, none of these discussions resulted in an agreement being reached.

As previously announced, on 17 December 2024 the Board received a highly conditional, non-binding proposal from a party managed by Crescent Capital Partners to acquire 100% of Metro Shares at $0.08c per Share. As announced in February 2025, the Board had assessed the proposal, but determined it was highly unlikely to result in an executable transaction for Shareholders, including because:

- the proposal was highly conditional, and was subject to significant conditions including due diligence, finance and Commerce Commission approval;

- having carefully considered the legal position and obtained external advice, the Board considered it unlikely the Commerce Commission will approve a combination of Metro and Viridian Glass; and
- the Board considered the combination of a lengthy and costly process, management and Board distraction and strategic pause posed material risks to Metro and shareholders.

This view has not changed. Crescent Capital Partners (through Viridian NZ BidCo Limited) has since sought Commerce Commission approval for its proposed acquisition of Metro. The Commerce Commission has stated that it has identified potential adverse competitive effects arising from a loss of competition between Viridian and Metro. It released a Statement of Issues relating to Viridian's clearance application, in which it outlines the potential competition issues identified, following its initial investigation. It has sought submissions from Viridian, Metro and other interested parties.

There is no certainty Crescent Capital Partners will be granted clearance to acquire Metro. Even if it was granted clearance, there is no certainty Crescent Capital Partners will present a formal, executable offer. The Board's assessment continues to be that it is unlikely that the Commerce Commission will approve a combination of Metro and Viridian Glass. The publication of the Statement of Issues by the Commerce Commission has not caused the Board to change its assessment.

The Commerce Commission will not release its final decision on the clearance application until 20 October 2025. This post-dates the expiry of Metro's existing facility extension, on 30 September 2025. As already noted, there is no certainty Metro could secure a further extension.

Given the need to address its debt position before then and the high level of uncertainty that a formal, executable offer will be made, the Board believes the Proposed Recapitalisation is in the best interests of Shareholders, particularly given the potential for the Metro share price to recover should its New Zealand turnaround be successful and a general market improvement occur.

(b) Description of the Proposed Recapitalisation

Overview of the Proposed Recapitalisation

- The Proposed Recapitalisation involves:
  - **Rights Offer:** a $8.9m renounceable rights issue to existing eligible Shareholders. Eligible Shareholders will be granted a renounceable right (Right) to subscribe for 1.6 new Shares at $0.03 for every 1 existing Share held. Eligible Shareholders that do not wish to take up all or some of their Rights may be able to sell Rights they have not taken up, if there is a buyer for those Rights. Eligible Shareholders who take up their Rights in full will be entitled to apply for additional new Shares under an Oversubscription Facility, up to a maximum amount of additional new Shares equal to the greater of 100% of their Rights entitlement or $25,000.
  - **Top-up Placement:** a placement to Amari at $0.03 per share of at least $6.1m such that it will own a 51% shareholding in Metro immediately following completion of the Proposed Recapitalisation.

Issue Price

The Issue Price for the Rights Offer and Top-up Placement is $0.03 per Share.

This represents a discount of 41% to Metro's closing price on 30 June 2025 of $0.051 per Share and a discount to the valuation in the Independent Report in Appendix 2.

Shareholders should refer to Sections 5.3.2 – 5.3.4 of the Independent Report for further information regarding the Issue Price.

Size of the Proposed Recapitalisation

If successful, the Proposed Recapitalisation will raise between $15 million and $24 million depending on the level of subscription in the Rights Offer.

The maximum number of new Shares that could be issued under the Proposed Recapitalisation is 798.3 million. The actual number of new Shares that will be issued under the Proposed Recapitalisation will depend on the level of subscription in the Rights Offer.

Indicative timeline for the Proposed Recapitalisation

If the Resolutions are approved by Shareholders, the expected timeline for the Proposed Recapitalisation is set out in the table below.

Event	Date
Record Date for the Rights Offer	7:00pm (NZST), 28 August 2025
Opening Date for the Rights Offer	1 September 2025
Rights trading closes	5 September 2025
Closing Date for the Rights Offer	12 September 2025
Announcement of the results of the Proposed Recapitalisation	16 September 2025
Settlement on NZX (for shares issued under Rights Offer and Top-up Placement)	19 September 2025
Allotment and Quotation Date on NZX and ASX	19 September 2025
Latest Refund Date for scaling of oversubscriptions (if any)	By 26 September 2025

Rights Offer

The Rights Offer is intended to open on 1 September 2025, provided approval of the Resolutions is received.

The Rights Offer will seek to raise approximately $8.9 million by granting a Right to Eligible Shareholders to subscribe for 1.6 new Shares for every existing Share held. Based on the entitlement ratio, Rights to buy up to 296,604,938 new Shares (subject to rounding) at $0.03 per Share will be granted under the Rights Offer.

Rights trading

The Rights are expected to be tradeable on the NZX once the offer is open, so existing Shareholders may have the opportunity to sell their Rights should they not wish to take up some of all of their Rights. Similarly, other parties interested in participating in the Rights Offer may have the opportunity to buy Rights and subscribe for new Shares. There is no guarantee there will be buyers for the Rights on NZX, and Shareholders may, accordingly, be unable to sell some or all of their Rights.

Oversubscription Facility

Eligible Shareholders who have taken up 100% of their Rights will be eligible to apply for further new Shares under the Oversubscription Facility, up to 100% of their entitlement amount, or $25,000 of Shares, whichever is greater.

The total number of Shares available under the Oversubscription Facility will be the number of Shares available under the Rights Offer for which Metro did not receive a valid application by the closing date for the Rights Offer i.e. new Shares not taken up by Shareholders' subscriptions under the Rights Offer.

Shareholders' subscriptions for further new Shares under the Oversubscription Facility are subject to scaling and compliance with applicable laws and regulations.

Please refer to the worked examples below under the heading "Dilutionary Impact" showing the different potential scenarios and dilutionary impact for a shareholder holding 100,000 Shares, depending on their participation in the Rights Offer and Oversubscription Facility.

Binding commitments from wholesale investors

Metro has received binding commitments of $5.06 million from a number of wholesale investors, including Directors Simon Bennett and Pramod Khatri, to subscribe for any Shares remaining in the Oversubscription Facility following the fulfilment of oversubscriptions by Shareholders (**Shortfall Shares**).

Shortfall Shares will be allocated pro rata to these wholesale investors based on their respective commitment levels. Any Shortfall Shares remaining after the fulfilment of wholesale investors' commitments will be allocated to Amari.

The level of commitments from wholesale investors, together with Amari's commitment, is sufficient to ensure that the minimum required amount of $15 million will be raised under the Rights Offer and Top-up Placement.

Full terms of the Rights Offer have been released on the NZX, together with this Notice of Meeting.

Top-up Placement

The Top-up Placement will be completed at the same time as completion of the Rights Offer. The Top-up Placement consists of a placement to Amari at $0.03 per Share such that it will own a 51% shareholding in Metro immediately following completion of the Proposed Recapitalisation.

The ultimate number of Shares placed to Amari under the Top-up Placement will depend on the level of subscription under the Rights Offer and how many Shortfall Shares Amari is required to subscribe for to reach a 51% shareholding. If Amari is required to subscribe for no Shortfall Shares and the full $8.9 million is raised from Shareholders and the other wholesale investors, the Top-up Placement will be approximately 501.7 million Shares, to ensure Amari reaches a shareholding of 51% in Metro, and the Top-up Placement will raise approximately $15 million.

The table below demonstrates how the amount of capital raised may change based on the level of subscription under the Rights Offer, using three example levels.

Illustrative Outcomes of the Proposed Recapitalisation

$ raised	Low Rights Offer Take Up	Mid-case Rights Offer Take Up	High Rights Offer Take Up
Rights Take Up – Existing Investors*	–	$3.0m	$8.9m
Shortfall Shares – Wholesale investor Commitments**	$5.1m	$5.1m	–
Shortfall Shares – Amari Underwrite	$3.8m	$0.8m	–
Top-up Placement to Amari	$7.2m	$13.3m	$15.0m
Total Amount Raised	**$16.1m**	**$22.2m**	**$23.9m**

* Includes oversubscription amounts ** Binding commitments of $5.06 million have been received, which is above the $4.5m required from non-Amari investors to ensure that a minimum raise size of $15 million is met. Therefore, more than $15m is raised even under a low subscription level.

Issue Price Paid by Amari

Amari will pay the same Issue Price of $0.03 per Share as Shareholders under the Rights Offer. This is the price the Board was able to negotiate with Amari in order to secure its investment in Metro in order to support the Proposed Recapitalisation. This means that Amari will acquire a majority stake in Metro without paying a premium for control. Further, at $0.03 per Share, the Issue Price is a discount to Metro's market price and the bottom of the valuation range in the Independent Report.

The Board considers that Amari's commitment to invest in Metro is very important in ensuring confidence in the successful outcome of the Proposed Recapitalisation, if approved by Shareholders. Without Amari's commitment, there would be no confidence that Metro would raise the minimum $15 million required to pay down debt, refinance its facilities and benefit from the $10 million debt forgiveness agreed with its banking syndicate (discussed further below).

Further, the Board is conscious Amari will not enjoy the benefits associated with control, given Metro's continued status as an NZX listed company. The Board will continue to be required to act in the best interests of Metro and include independent directors, and transactions with related parties will be regulated.

In this context, the investment by Amari at $0.03 per Share represents part of the transaction that was able to be negotiated with Amari. The Board considers that the Proposed Recapitalisation is the only executable transaction.

Shareholders should refer to Section 5.3.3 of the Independent Report at Appendix 2 for further information regarding the absence of a control premium.

Dilutionary Impact

Metro currently has approximately 185 million Shares on issue. Under the Proposed Recapitalisation, between 500 million and 798 million new Shares will be issued. The dilutionary impact of the Proposed Recapitalisation on a Shareholder will depend on the extent of that Shareholder's and other Shareholders' participation in the Rights Offer.

As noted above, under the Rights Offer, existing Shareholders will be granted Rights to acquire new Shares. Eligible Shareholders who take up their Rights in full will have the opportunity to acquire additional new Shares above their entitlement by subscribing for new Shares under the Oversubscription Facility.

If a Shareholder did not exercise, or sold, their Rights, their percentage shareholding in Metro would be significantly diluted as a result of the Proposed Recapitalisation.

The Top-up Placement will occur on completion of the Rights Offer and will involve new Shares being issued to Amari to ensure that it reaches a 51% shareholding in Metro.

As a result, most Shareholders' percentage holding in Metro will reduce following completion of the Top-up Placement, even if they took up their Rights in full.

The table below shows the potential dilutionary impact of the Proposed Recapitalisation on a hypothetical Shareholder who holds 100,000 Shares, under different levels of Shareholder participation in the Rights Offer, and in two scenarios (being a Proposed Recapitalisation that raises $15 million and a Proposed Recapitalisation that raises $23.9 million). It is important to be aware that while a Shareholder's percentage shareholding decreases under the scenario where the Proposed Recapitalisation raises the maximum amount of capital, at any given Share price there is no change to the value of the Shareholder's shareholding no matter how much is raised. The Shareholder will have "a smaller slice of a bigger pie" under the maximum raise scenario, but the value of their Shares at any given Share price will be the same.

		Post Proposed Recapitalisation			
	Current:	No Participation	Pro Rata Entitlement	Additional 100% of Entitlement under Oversubscription Facility	Maximum under Oversubscription Facility
Metro Shares owned	100,000	100,000	260,000	420,000	1,093,333
$15m raised:					
Metro Shares on Issue	185,378,086	685,378,086	685,378,086	685,378,086	685,378,086
% of Metro owned	0.05%	0.01%	0.04%	0.06%	0.16%
$23.9m raised:					
Metro Shares on Issue	185,378,086	983,638,824	983,638,824	983,638,824	983,638,824
% of Metro owned	0.05%	0.01%	0.03%	0.04%	0.11%

Note: Assumes no scaling of oversubscriptions

Amari as a majority shareholder

On completion of the Proposed Recapitalisation, Amari will become a majority shareholder of Metro.

Amari is a privately-owned company operating a network of specialised metals distribution brands across Australia. It supplies high-quality semi-finished metal materials, including stainless steel, aluminium, and copper, to diverse industries such as construction, infrastructure, mining, manufacturing, and agriculture. In addition to its Australian operations, Amari shares common ultimate ownership with three businesses serving similar industries in the New Zealand market: Wakefield Metals, NZ Tube Mills, and McKechnie Aluminium (which includes the Omega Window Systems division). With a strong commitment to reliability, operational excellence, and customer satisfaction, it delivers tailored metal supply solutions to clients across Australia and New Zealand.

Amari consider themselves long term investors and owners of businesses and seek to work with management teams to deliver value for all stakeholders. Their track record in the Australasian metals sector demonstrates their ability to transform and enhance business performance through focused strategies on service quality, efficiency, and market expansion. Amari operates under the ultimate parent company, Amari Australasia Holdings Inc., based in the USA, which provides a stable foundation for its regional activities.

Amari have stated that they are encouraged by Metro's recent emphasis on excellence, quality and competitiveness, which mirror their own experience in business transformation, and by recent legislative changes in residential energy efficiency standards which should drive growth. By leveraging their experience in similar industries they will aim to support Metro in growing sales, improving cost structures and delivering enhanced value to customers.

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Amari will appoint a representative to Metro's Board to contribute to strategic oversight, while respecting Metro's status as a public company with an independent Board and adherence to all corporate governance requirements. Amari have noted they are supportive of the current Board and management and see this investment as reflective of their confidence in Metro's potential.

As a majority shareholder, Amari will be able to carry or reject any ordinary resolution, including to appoint additional directors to, or remove any director from, the Board. This includes the appointment and removal of independent directors, although Metro will continue to be required to maintain at least two independent directors under the NZX Listing Rules. Amari will also have a major influence over any special resolution, which require approval of at least 75% of Shareholders entitled to vote and voting.

(c) Concessions from Existing Bank Syndicate

Metro has obtained concessions from its existing bank syndicate to support the Proposed Recapitalisation and refinancing, whereby, subject to raising at least $15 million, the existing bank syndicate will forgive $10 million of debt. This, alongside the Proposed Recapitalisation and cash flow generated from operations, is expected to reduce Metro's net debt to a forecast level of $27 to 37 million as at 31 March 2026.

(d) The New Bank Facility

Metro has entered into a binding conditional agreement with one of its bank syndicate members for a new three-year facility on the same pricing as its current facility and on terms that provide Metro with a platform to achieve its plans over that period. This agreement is conditional on the Proposed Recapitalisation successfully completing.

The new banking facility contains agreed covenants with, in Metro's view, sufficient headroom over the next three years to achieve Metro's New Zealand turnaround plan, even if building activity levels remain at subdued levels.

As noted above, the ability to obtain concessions from its existing lenders, the extended facilities and the reset of covenants to the agreed levels are only available to Metro if the Resolutions are passed and the Proposed Recapitalisation is successful.

(e) Use of Proceeds

Proceeds from the Proposed Recapitalisation will be used to pay down Metro's debt. If more than the minimum amount is raised, this will provide the opportunity for Metro to explore and pursue earnings growth opportunities that require capital.

(f) Metro after the Proposed Recapitalisation

Apart from the opportunities presented by a recapitalised balance sheet, no change to the strategy of Metro or its operations is expected as a result of the Proposed Recapitalisation, with Metro still seeking to supply glass to its customers from its existing sites. Metro will continue to focus on increasing operating efficiency, maximising profitable revenue and reducing costs to operate profitably at current activity levels and to maximise the benefit from any rebound in the building market if and when that occurs.

With a recapitalisation completed and new banking facilities in place, Metro's customers, suppliers and staff should have more confidence in Metro's ability to serve them, which is expected to assist Metro's performance. An improved capital position will also enable Metro to pursue growth options that may arise in the future, particularly in Australia. The Board is focused on reaching a level of profitability and debt level that will enable a return to paying dividends over time.

Financial Impact of the Proposed Recapitalisation

Proceeds from the Proposed Recapitalisation will be between $15 million and $24 million, depending on the level of subscription in the Rights Offer, which will be used to pay down Metro's existing debt. Following completion of the Proposed Recapitalisation, Metro is expected to have net debt of between $27m and $37m as at 31 March 2026, which would correspond to an expected net debt to 2026 EBITDA ratio of between 2.4x and 1.8x respectively.

Metro's Forecast Net Debt and Leverage

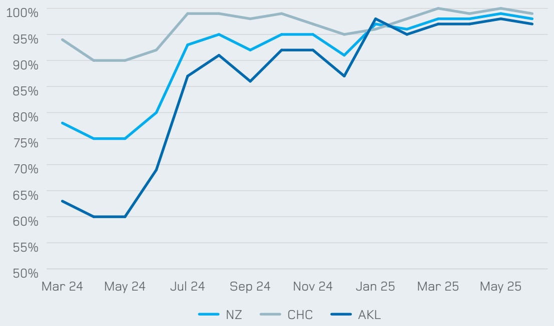
Amount Raised:	$15 million raised		$24 million raised	
As at 31 March, $m unless stated	FY26	FY27	FY26	FY27
Net Debt	36.7	24.0	27.5	14.2
EBITDA (see below)	15.4	21.4	15.4	21.4
Net Debt / EBITDA	2.4x	1.1x	1.8x	0.7x

Outlook for Metro

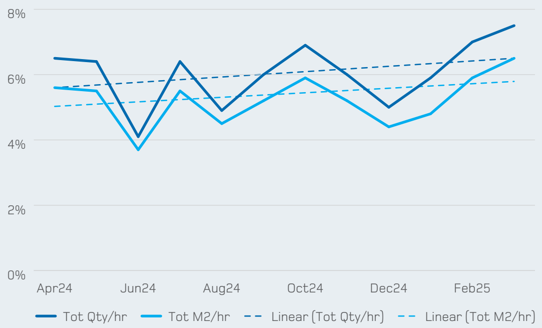
The Board has made significant changes to Metro's cost structure to adapt to lower activity levels, including streamlining of operations, reducing overhead and producing more efficiently. Higher quality with lower reworks has also reduced the overall cost of manufacture. While these changes have only been implemented for a short time, Metro has demonstrated improvements in both service and production efficiency metrics, often despite lower volumes. Metro is also beginning to see the benefits of increased demand for its products in Australia as a result of building code changes.

Metroglass NZ – Key Operational Statistics

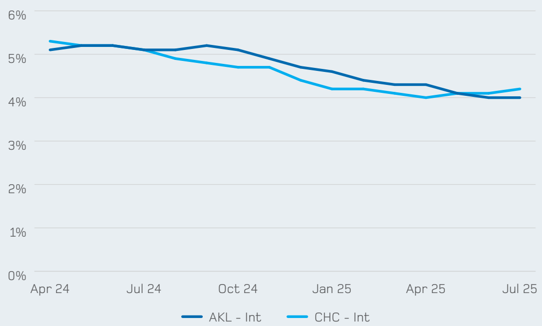
Improved service – DIFOT Improvement



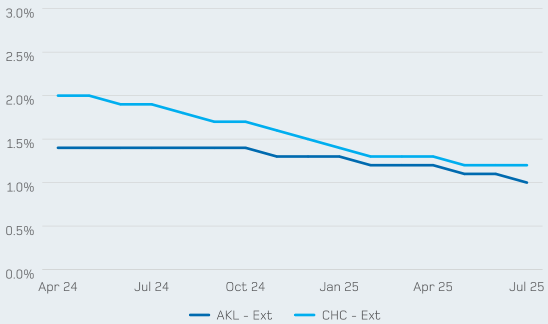
Improved production efficiency – DGUs per hour



Increased quality – internal reworks



Increased quality – external reworks



The Board believes Metro's investment and cost reduction in New Zealand operations will see it continue to generate positive cash flow, even if the depressed levels of building activity remain for some time. Although no general market recovery has been forecast in FY26, the business is well placed to rebound its profitability when activity levels recover. Metro's future estimates are detailed below. These are highly dependent on activity levels, particularly as Metro has a significant fixed cost base (factory overheads, employee costs) and therefore small changes in revenue can have a much larger impact on EBITDA, EBIT and cash flows. Metro estimates approximately 69% of any revenue change through volume movements is reflected in earnings.

	FY26	FY27
Revenue	226.0	243.5
EBITDA	15.4	21.4
EBIT	6.0	11.8
Cash flows from operations*	1.3	12.5

* Assumes $15 million is raised. Defined as trading cash flows less capital expenditure and interest costs, but excludes one-off costs.

The key assumptions that form this forecast include:

- No significant changes in building market activity, pricing or market share in New Zealand in FY26 reflecting the current subdued trading conditions in New Zealand, with revenue growth of approximately 3% driven largely by product mix and some new customers. In FY27 New Zealand revenue growth of 5% is forecast based on market growth and prices increasing in line with inflation.
- Sales in Australia are forecast to increase primarily as a result of increased penetration of double glazed units in Victoria based on the previous experience in New South Wales (where the building code changes were implemented 10 months earlier). A price increase announced in July is also incorporated into the forecasts over FY26 and for a full year of FY27. Revenue in Australia is expected to increase by 10% in FY26 and 11% in FY27.
- Operating costs are expected to benefit from a full year of the production efficiency and overhead cost reductions already implemented, and further factory cost savings which were fully implemented by the end of July 2025 are expected to benefit from a full year of implementation in FY27. Further cost saving initiatives across the network have also been identified and assumed implemented in FY26.
- Capital expenditure is expected to remain at recent historical levels.
- It is assumed there is no change to the building code regulations with regards to thermal efficiency of windows implemented in New Zealand in 2022, New South Wales in 2023 and Victoria in 2024.
- Proceeds from the Proposed Recapitalisation are assumed to repay existing debt facilities or be held as cash.
- The FY26 forecast is based on three months' year-to-date trading to 30 June 2025 and the forecast for the remaining nine months as prepared by Metro management and approved by the Board.

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Governance – Board structure

As announced on 1 July 2025, upon completion of the Proposed Recapitalisation, Metro will appoint Stephen Robertson, a representative of Amari, to the board of Metro and will support his re-election at Metro's next annual shareholder's meeting. Metro has also agreed to procure:

- the appointment and support the re-election of a second Amari representative to the Board, should Amari request this, provided Amari continues to hold more than 40% of Metro's Shares on issue (Amari has confirmed to the Board that it does not currently intend to procure the Board to appoint a second director in the short term); and
- that the Board supports the re-election of any Amari-nominated representative appointed to the Board on an ongoing basis, provided Amari continues to hold at least 10% of Metro's Shares on issue.

As announced on 11 March 2025, Steve Hamer, the current CEO of Australian Glass Group, will join the Board as a non-independent director on his retirement from his current role, expected at the end of September 2025.

The Board also intends to appoint current Executive Director Simon Bennett to a permanent position as Managing Director of Metro and has instituted a process to formalise this appointment.

No other changes to the Board or management are expected.

(g) Metro if the Proposed Recapitalisation does not proceed

If the Proposed Recapitalisation does not proceed, Metro will not raise any proceeds, will not obtain the concessions from its bank syndicate and will not be able to enter into its new three-year debt facility. Metro's expected net debt would remain at approximately $60 million, and its existing facility agreement would expire on 30 September 2025.

Metro would need to quickly seek to extend or refinance this facility. To date, Metro's bank syndicate has been supportive of the company and has granted extensions and covenant waivers as required to assist Metro to develop and purse its capital raising options. Therefore, it is possible that a further extension could be agreed. However, there is no certainty that this support will continue, particularly if there is no clear path to raise capital. Not being able to agree an extension could cause the bank syndicate to take action to accelerate the enforcement of its rights, which could result in insolvency. Any such action would likely have significant damaging effects on Metro's standing in the glass market and on its financial performance and share value. If no enforcement action was taken, Metro would remain under capitalised and would still need to raise equity capital. The Board considers it is highly probable that the terms and pricing of any such future capital raise would be significantly worse for Shareholders than the Proposed Recapitalisation.

Even if a facility extension is agreed, Metro still needs to reduce its debt levels, and the failure of its Shareholders to support the Proposed Recapitalisation is likely to result in it becoming more difficult to secure new investors or raise capital in the future. Other alternatives, such as a sale of the business, may be possible. However, Metro would be in a weak negotiating position and the outcome that could be achieved for Shareholders could be significantly worse for Shareholders than those achieved for Shareholders under the Proposed Recapitalisation.

(h) Key risks

Investments in shares, including Metro Shares as contemplated by the Proposed Recapitalisation, have risks. The key risks of investing in Metro Shares are outlined in the Investor Presentation in relation to the Rights Offer, dated 11 August 2025, which will be delivered to Shareholders on 1 September 2025, and was released to the NZX on 11 August 2025.

The risks outlined below specifically relate to the key risks identified in relation to the Resolutions to approve the Proposed Recapitalisation. Further discussion of the risks to Shareholders of the Proposed Recapitalisation are considered in the Independent Report by Grant Samuel included in Appendix 2.

(i) The Proposed Recapitalisation may not complete

Completion of the Proposed Recapitalisation is subject to the fulfilment of certain conditions, including Shareholder approval of the Resolutions outlined in Section 6 "Notice of Special Shareholders' Meeting". If Shareholders do not approve the Proposed Recapitalisation by approving the Resolutions, or any of the conditions are not met or waived, the Proposed Recapitalisation will not proceed.

If the Proposed Recapitalisation does not proceed, Metro's ability to extend its syndicated banking facilities currently in place beyond the end of September 2025, when they are due to expire, is uncertain. If Metro is not able to extend its syndicated banking facilities, the business will be forced to seek alternative, less preferred, sources of funding. Metro will also not raise capital and therefore its debt will remain at a level the Board considers is currently too high. A high debt level may continue to impact Metro's share price, its perception in the market and potentially Shareholders' ability to sell Shares. This is discussed in further detail in Section 5(g) above.

(ii) Liquidity in Metro's Shares may not increase as a result of the Proposed Recapitalisation

Under the Proposed Recapitalisation, Metro will issue a large amount of new Shares. However, depending on which parties take up their Shares, and how many existing investors take up their Rights, the majority of these Shares could be taken up by large existing Shareholders, new investors that have committed to take up Shortfall Shares, and Amari. As a result, the Proposed Recapitalisation may not result in a significant increase in liquidity or the ability for Shareholders to sell their Shares should they wish.

(iii) Amari will become a majority shareholder with the ability to control certain shareholder resolutions

On completion of the Proposed Recapitalisation, Amari will have a majority shareholding in Metro and will appoint a director to Metro's Board. As a majority shareholder, Amari will be able to carry or reject any ordinary resolution, including to appoint additional directors (independent or non-independent) to, or remove any director from, the Board (subject to the need to maintain at least two independent directors), and will have a major influence over any special resolution (which require approval of at least 75% of Shareholders entitled to vote and voting).

This may limit the ability of other Shareholders to influence the governance of Metro through their shareholding.

There are other potential consequences of Amari being a 51% shareholder, including that Amari will likely be able to determine the outcome of any takeover and be allowed to further increase its percentage shareholding in Metro by 'creeping' up to 5% each year under the Takeovers Code.

(iv) Metro will still have a meaningful level of debt following the Proposed Recapitalisation

The Proposed Recapitalisation will raise between $15 and $24 million and the proceeds will be used to repay a portion of Metro's existing debt. The Proposed Recapitalisation will also result in a further reduction in debt as a result of the concessions obtained from Metro's existing lenders. While these will significantly reduce Metro's debt level, Metro expects to still have a net debt level of between $27 – $37 million as at 31 March 2026. As Metro operates in a competitive environment, and activity levels in the market are currently challenging, there is still a risk that Metro may need to raise more equity, or have difficulty in refinancing or servicing its debt in the future.

(i) Summary of key terms applying to investors' commitments to subscribe for Shares under the Proposed Recapitalisation

Completion of Amari's commitment to subscribe for Shares under the Proposed Recapitalisation in the manner set out in this Notice of Meeting is subject to the fulfilment of certain conditions, including Shareholders approving the Resolutions, there being no amendment to or termination of Metro's existing bank facility agreement and conditional agreement for its new facility, Metro meeting the conditions under the agreement for its new facility, and no Metro lender requiring early repayment or exercising any security granted by Metro or any of its subsidiaries.

There are limited circumstances in which Amari may terminate its commitment to subscribe for Shares under the Proposed Recapitalisation before completion of the Proposed Recapitalisation, including if:

- any of the above conditions are not satisfied;
- Metro commits a material breach of its commitment agreement with Amari which is incapable of remedy or which is not remedied within the agreed time;
- Metro suffers a specified insolvency event;
- Metro ceases its primary business activities or all of its business activities for 20 consecutive days;
- Metro breaches any representation or warranty given to Amari in any respect which is, in Amari's reasonable opinion, materially adverse in the context of Metro or its business, the Share price or the Proposed Recapitalisation;
- NZX delists Metro or announces an intention or initiates steps to do so; or
- NZX suspends for more than 3 days, or announces an intention to or initiates steps to, cease quotation of Metro's Shares on the NZX Main Board.

Wholesale investors' binding commitments to subscribe for Shortfall Shares are similarly subject to the fulfilment of certain conditions, including Shareholders approving the Resolutions, there being no amendment to or termination of Metro's existing bank facility agreement and conditional agreement for its new facility, Metro meeting the conditions under the agreement for its new facility, and no Metro lender requiring early repayment or exercising any security granted by Metro or any of its subsidiaries. Wholesale investors' commitments are also conditional on there being no termination of the commitment agreement between Amari and Metro and wholesale investors being satisfied with the final terms of the Rights Offer (acting reasonably).

Metro has agreed to pay a 0.50% commitment fee to wholesale investors who have given binding commitments to subscribe for Shortfall Shares, other than Simon Bennett and Pramod Khatri.

See Section 5(g)(i) "The Proposed Recapitalisation may not complete" for further detail on the risks if the Proposed Recapitalisation does not complete.

6. NOTICE OF SPECIAL SHAREHOLDERS' MEETING

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Dear Shareholder

We invite you to join us for a special meeting of Shareholders (the **Special Shareholders' Meeting**) of Metro Performance Glass Limited[1], to be held at:

- **Location:** MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland.
- **Date and time:** 26 August 2025 at 3.00pm (NZST)

The Special Shareholders' Meeting will be a hybrid meeting to ensure that it is accessible and that Shareholders who are not able to attend in person can still participate.

Online attendance at the Special Shareholders' Meeting is through www.virtualmeeting.co.nz/mpgsm25. To participate online you will need your shareholder number for verification purposes. Your shareholder number can be found on your Voting/Proxy Form.

The business of the Special Shareholders' Meeting will be to consider and, if thought appropriate, pass the ordinary resolutions set out below (the **Resolutions**).

Further information relating to the Resolutions is set out in the Explanatory Notes in Section 7 of this Notice of Meeting. Please read and consider the Resolutions together with the Explanatory Notes.

BUSINESS OF THE SPECIAL SHAREHOLDERS MEETING

1. Amari's participation – Ordinary Resolution 1

To consider and, if thought appropriate, pass the following ordinary resolution:

> *That, subject to Ordinary Resolutions 2 and 3 being passed, the issuance of up to 501,655,800 Shares to Amari Metals Australia Pty Ltd for $0.03 per Share pursuant to the Proposed Recapitalisation where such issue will cause Amari to become the holder and controller of more than 20% of the voting rights in Metro, as described in the Notice of Meeting dated 11 August 2025, be approved under Rule 7(d) of the Takeovers Code.*

This resolution requires approval as an ordinary resolution under rule 7(d) of the Takeovers Code. See Explanatory Note 1 in Section 7 "Explanatory Notes".

2. Issue of Shares – Ordinary Resolution 2

To consider and, if thought appropriate, pass the following ordinary resolution:

> *That, subject to Ordinary Resolutions 1 and 3 being passed, the issuance of up to 798,260,738 Shares to subscribers under the Proposed Recapitalisation for $0.03 per Share, as described in the Notice of Meeting dated 11 August 2025, be approved for all purposes, including under NZX Listing Rule 4.2.1.*

This resolution requires approval as an ordinary resolution under NZX Listing Rule 4.2.1. See Explanatory Note 2 in Section 7 "Explanatory Notes".

3. Directors' participation – Ordinary Resolution 3

To consider and, if thought appropriate, pass the following ordinary resolution:

> *That, subject to Ordinary Resolutions 1 and 2 being passed, the issuance of up to 33,333,333 Shares to Simon Bennett and 6,666,667 Shares to Pramod Khatri under the Proposed Recapitalisation for $0.03 per Share, as described in the Notice of Meeting dated 11 August 2025, be approved for all purposes, including under NZX Listing Rule 5.2.1.*

This resolution requires approval as an ordinary resolution under NZX Listing Rule 5.2.1. See Explanatory Note 3 in Section 7 "Explanatory Notes".

NOTES

1. Directors' recommendation to approve the Resolutions

The Board supports fully the Proposed Recapitalisation and unanimously recommends that Shareholders vote in favour of the Resolutions.

The Board's reasons for recommending this approval include:

- The Resolutions are interconnected, meaning the Proposed Recapitalisation will not proceed if the Shareholders do not approve any of the Resolutions.
- Metro's debt levels have been unsustainably high.
- The Board pursued several options to raise capital and refinance debt over an extended period, but no other executable options arose.
- Proceeds from the Proposed Recapitalisation will be used to pay down Metro's debt. Metro's existing bank syndicate has agreed to provide debt forgiveness of $10 million to support the Proposed Recapitalisation, which is conditional on the Proposed Recapitalisation being successful, by raising at least $15 million.

1. Metro Performance Glass Limited ARBN 600 486 646 and NZCN 5267882, a company incorporated in New Zealand under the Companies Act 1993 (NZ).

- In the Board's view, the Proposed Recapitalisation represents the only executable outcome for Metro's Shareholders, particularly given the upcoming maturity of Metro's debt facilities and a need to reduce its debt levels.
- Reducing the level of debt and extending the term of the debt is expected to reduce uncertainty for Metro's Shareholders, customers, suppliers and staff and give Metro time to execute on its plans to improve profitability. This would also allow Metro to assess and pursue attractive opportunities to achieve earnings growth via investment.
- Amari is a successful long-term investor, and the Board is confident Amari will provide valuable Board level input.

2. Voting intentions

At the date of this Notice of Meeting, Julia Mayne is a Director of Metro who holds Shares. Julia has confirmed she intends to vote in favour of the Resolutions.

3. Conclusion from Independent Report

Metro has commissioned Grant Samuel, as independent adviser, to prepare the Independent Report on the merits of the Proposed Recapitalisation.

Grant Samuel is independent of Metro, Amari, Simon Bennett and Pramod Khatri, and has had no involvement with, or interest in, the outcome of the Proposed Recapitalisation.

Grant Samuel issued its Independent Adviser's Report and Appraisal Report to the non-associated Metro Directors, for the benefit of the non-associated Shareholders, to assist them in forming their own opinion on whether to vote for or against ordinary Resolutions 1, 2 and 3.

The Independent Report by Grant Samuel acknowledges that material uncertainty exists for Metro to continue as a going concern and concludes that the Proposed Recapitalisation will improve the financial position of Metro and Metro's ability to conduct its business efficiently. These and other benefits need to be weighed against the dilutionary impact on Shareholders and the fact Amari will become the controlling shareholder of Metro if the Proposed Recapitalisation is implemented.

Grant Samuel also concludes that there are currently no viable alternatives that would provide Metro with the minimum capital required under the conditional agreement for a new three-year facility with its bank syndicate member. Grant Samuel also concludes that the terms and conditions of the proposed issue of Shares to Simon Bennett and Pramod Khatri are fair to all Shareholders. These are only some of the conclusions reached in the Independent Report, and the Board recommends that you read the Independent Report attached as Appendix 2.

4. How to cast your vote

The Voting/Proxy Form included with this Notice of Meeting allows you, or your proxy, to vote either for or against, or abstain from voting on, each of the Resolutions. You may cast your vote in one of two ways:

1. **Attend the special meeting in person or online and vote**

You can attend the meeting in person or via the online platform to exercise your vote.

2. **Proxy appointment or postal vote**

You can complete the enclosed Voting/Proxy Form and return it in accordance with the instructions on the Voting/Proxy Form, so that in each case, your Voting/Proxy Form is received by MUFG Pension & Market Services (NZ) Limited no later than 3.00pm (NZST) on Sunday, 24 August 2025.

Shareholders can elect to lodge their proxy appointment or postal vote online at vote.cm.mpms.mufg.com/MPG. Shareholders can either visit the website or use the QR code printed on the Voting/Proxy Form.

To vote online you will be required to enter your CSN/Holder Number FIN (New Zealand Register) or Holder Number and Postcode (Australian Register). To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

You may appoint the Chair of the Special Shareholders' Meeting as your proxy if you wish. If you select a proxy to vote on your behalf, and you confer on the proxy a discretion on the Voting/Proxy Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting. Discretionary proxies given to persons disqualified from voting will not be valid. If you appoint the Chair of the Special Shareholders' Meeting as your proxy, but do not direct the Chair how to vote on a Resolution, the Chair will vote your shares in favour of that Resolution.

A proxy does not need to be a Shareholder.

5. Shareholder questions

Shareholders may submit written questions to be considered at the Special Shareholders' Meeting. Prior to the Special Shareholders' Meeting, written questions can be submitted online at vote.cm.mpms.mufg.com/MPG or by using the Voting/Proxy Form.

During the Special Shareholders' Meeting, Shareholders participating online can ask questions by clicking on the 'Ask a question' box on the online portal.

Metro reserves the right not to address any questions that it is not required to address or, in the Board's opinion, are not reasonable to address in the context of the Special Shareholders' Meeting.

6. Webcast

If you are unable to attend the meeting, a full replay of the webcast will be available and can be accessed online at the Metro Investor Centre: https://www.Metro.co.nz/investor-centre/.

7. Procedural notes

Voting entitlements for the Special Shareholders' Meeting will be determined as at 5.00pm (NZST) on Friday, 22 August 2025. Shareholders at that time will be the only persons entitled to vote at the Special Shareholders' Meeting and only the shares registered in those Shareholders' names at that time may be voted at the Special Shareholders' Meeting.

The Resolutions will be voted on by way of a poll, in accordance with NZX Listing Rule 6.1.1. Results of the voting will be available after the conclusion of the Special Shareholders' Meeting and will be notified on the NZX Main Board and the ASX.

On behalf of the Board

Shawn Beck
Independent Chair

7. EXPLANATORY NOTE

Introduction

The Special Meeting of Shareholders of Metro is being called for the purpose of considering Resolutions relating to the Proposed Recapitalisation, including the issue of Shares to Amari that will result in it reaching a 51% shareholding in Metro and the participation of Metro's Executive Director Simon Bennett and Independent Director Pramod Khatri.

Independent Report

This Notice of Meeting is accompanied by an Independent Report. The Independent Report is required for two reasons:

- it is required by Rules 16(h) and 18 of the Takeovers Code because, as a result of the allotment of Shares, Amari will become the holder and controller of 51% of the voting rights in Metro. The Takeovers Code requires that, where shareholders are being asked to give their approval under Rule 7(d) of the Takeovers Code, the directors must obtain a report from an independent advisor on the merits of the proposed allotment having regard to the interests of those persons who may vote to approve the allotment (which, in this instance, is all of the Shareholders of Metro); and
- it is required by NZX Listing Rule 7.8.8(b), which requires an appraisal report to be prepared for notices of meeting to approve a related party transaction under NZX Listing Rule 5.2.1.

NZX Listing Rules and the Takeovers Code

Metro is listed on the NZX Main Board and must comply with the NZX Listings Rules and Takeovers Code. The NZX Listing Rules and Takeovers Code contain specific requirements that are relevant to the Resolutions contained in this Notice of Meeting.

The implications of the NZX Listings Rules and Takeovers Code, insofar as they relate to each Resolution, are addressed in the Explanatory Notes to each Resolution.

Nature of Resolutions

The three Resolutions which are to be considered at the meeting are all ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of Metro Shareholders who are entitled to vote and are voting on the Resolution.

Consequences if Resolutions are not passed

The passing of the Resolutions provides Metro with authority to implement the Proposed Recapitalisation. If one resolution is not passed, the other resolutions will not be implemented, and the Proposed Recapitalisation will not proceed. In that case, Metro will need to find another option to refinance or repay its debt, or extend its debt terms. If Metro is not able to agree an extension, the bank syndicate could take action to accelerate the enforcement of their rights, which could result in insolvency. Any such action would likely have significant damaging effects on Metro's standing in the glass market and on its financial performance and share value. If no enforcement action was taken, Metro would remain under capitalised and would still need to raise equity capital. The Board considers it is highly probable that the terms and pricing of any such future capital raise would be significantly worse for Metro shareholders than the Proposed Recapitalisation.

See Section 5(f) "Metro if the Proposed Recapitalisation does not proceed" for more detail.

EXPLANATORY NOTE 1 – RESOLUTION 1 – AMARI'S PARTICIPATION –

Under Rule 6 of the Takeovers Code, a person who holds or controls no voting rights in a code company or less than 20% of the voting rights in a code company may not become the holder or controller of an increased percentage of the voting rights in the code company unless, after the event, that person and the person's associates hold or control not more than 20% of the voting rights in the code company.

There are a number of exceptions to this rule, including where a person becomes the holder or controller of voting rights in a code company by an allotment of shares that has been approved by an ordinary resolution pursuant to Rule 7(d) of the Takeovers Code.

Metro is a code company as it is a listed issuer that has financial products that confer voting rights quoted on a licensed market. Metro has one class of voting equity securities on issue, being Shares.

Amari does not own any Shares in Metro. Immediately following completion of the Proposed Recapitalisation, Amari will hold 51% of the total number of Shares on issue. In accordance with Rule 7(d) of the Takeovers Code, the allotment of Shares to Amari is required to be approved by an ordinary resolution.

Accordingly, approval is being sought for the issue of Shares equating to 51% of the total voting rights in Metro to Amari under the Proposed Recapitalisation for the purposes of Rule 7(d) of the Takeovers Code.

The information required under Rule 16 and Schedule 5 of the Takeovers Code is set out in Appendix 1.

Dilutionary Impact

Metro currently has approximately 185 million Shares on issue. Under the Proposed Recapitalisation, between 500 million and 798 million new Shares will be issued.

As noted in Section 5 of this Notice of Meeting and the Offer Document, under the Rights Offer, existing Eligible Shareholders will be granted Rights to acquire new Shares and

Eligible Shareholders will be entitled to apply for further new Shares under the Oversubscription Facility. If an existing Eligible Shareholder did not exercise or sold their Rights, their resulting percentage shareholding in Metro would be significantly diluted.

The Top-up Placement will occur on completion of the Rights Offer and will involve new Shares being issued to Amari to ensure that it reaches a 51% shareholding in Metro. As a result, most Shareholders' percentage holding in Metro will reduce following completion of the Top-up Placement, even if they exercised their Rights.

Independent Adviser's Report

The Takeovers Code requires Metro to obtain an Independent Adviser's Report. The purpose of the Independent Adviser's Report is to assess the merits of the proposed allotment of shares to Amari, having regard to the interests of those persons who may vote to approve the allotment.

The Independent Adviser's Report is incorporated in the Independent Report prepared by Grant Samuel that accompanies this Notice of Meeting as Appendix 2.

Voting Restrictions

All Shareholders will be entitled to vote on Resolution 1.

EXPLANATORY NOTE 2 – RESOLUTION 2 – ISSUE OF SHARES –

NZX Listing Rule 4.1.1 generally requires share issues to be approved by ordinary resolution in accordance with NZX Listing Rule 4.2.1 unless an exception in NZX Listing Rule 4.1.2 applies. Approval is being sought for the Proposed Recapitalisation under NZX Listing Rule 4.2.1.

Voting Restrictions

All Shareholders will be entitled to vote on Resolution 2.

None of the wholesale investors (including Directors Simon Bennett and Pramod Khatri) that have provided binding commitments to subscribe for Shortfall Shares hold any Shares at the date of this Notice of Meeting. Any such investor would not be entitled to vote on Resolution 2 pursuant to NZX Listing Rule 6.3.1 if they acquired Shares after the date of this Notice of Meeting but before the record date for being entitled to vote at the Special Shareholders' Meeting.

Julia Mayne holds 25,000 Shares at the date of this Notice of Meeting. Julia will be offered the opportunity to participate in the Rights Offer on the same basis as all Shareholders, so is entitled to vote pursuant to NZX Listing Rule 6.3.2.

EXPLANATORY NOTE 3 – RESOLUTION 3 – DIRECTORS' PARTICIPATION –

NZX Listing Rule 5.2.1 provides that Metro must not enter into a "Material Transaction" if a "Related Party" (as such terms are defined in the NZX Listing Rules) is, or is likely to become:

- a direct party to the Material Transaction; or
- a beneficiary of a guarantee or other transaction which is a Material Transaction,
- unless that Material Transaction is approved by an ordinary resolution of Metro Shareholders or conditional on such approval.

The Proposed Recapitalisation is a Material Transaction for these purposes, given its size relative to Metro's market capitalisation of approximately $9 million (as at the date of this Notice of Meeting]. Simon Bennett and Pramod Khatri are parties to the Proposed Recapitalisation, given their commitments to subscribe for Shortfall Shares. They are Related Parties of Metro, given their roles as Executive Director and Independent Director respectively.

Accordingly, Simon Bennett and Pramod Khatri's participation in the Proposed Recapitalisation must be approved by the Metro Shareholders in accordance with NZX Listing Rule 5.2.1.

Appraisal Report

NZX Listing Rule 7.8.8(b) requires an appraisal report to be prepared where a meeting of shareholders will consider a resolution required by NZX Listing Rule 5.2.1. The appraisal report is incorporated in the Independent Report prepared by Grant Samuel that accompanies this Notice of Meeting.

In Grant Samuel's opinion, the terms and conditions of the potential issuance of Shares to Simon Bennett and Pramod Khatri are fair to Metro Shareholders. The Independent Report notes Simon Bennett and Pramod Khatri are not being offered any preferential terms, will not receive the commitment fee payable to other committed investors and will only end up acquiring Shares that Shareholders have not subscribed for under the Rights Offer.

While Simon Bennett may end up acquiring more new Shares at the Issue Price than the maximum number that smaller Shareholders can acquire under the Rights Ofer due to the quantum of his commitment, Grant Samuel acknowledges that the number of new Shares issued to Simon Bennett and Pramod Khatri is beyond their control and depends entirely on the level of participation by Shareholders in the Rights Offer (See Independent Report, section 6 "Appraisal of the potential issuance of shares to MPG directors" for further information).

Voting Restrictions

Any "Associated Person" of Simon Bennett or Pramod Khatri (as that term is defined in the glossary to the NZX Listing Rules) is not entitled to vote on Resolution 3.

8. GLOSSARY

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The meaning of terms set out in this Notice of Meeting are set out below:

Amari	means Amari Metals Australia Pty Ltd (ACN 004 496 128)
ASX	means ASX Limited and, where the context requires, the Australian Securities Exchange which it operates
Board	means the board of directors of Metro
Companies Act	means the Companies Act 1993 (New Zealand)
Eligible Shareholder	A Shareholder who, as at 7.00pm (NZST) on the Record Date is located in/has a registered address in New Zealand and, for the avoidance of doubt, is not in the United States and is not acting for the account or benefit of a person in the United States.
Grant Samuel	means Grant Samuel & Associates Limited (NZCN 486812)
Independent Report	means the independent adviser's report and independent appraisal report prepared by Grant Samuel that accompanies this Notice of Meeting as Appendix 2
Issue Price	means $0.03 per Share
Metro	means Metro Performance Glass Limited (ARBN 600 486 646 and NZCN 5267882), a company incorporated in New Zealand under the Companies Act
Notice of Meeting	means this document together with its appendices
NZ RegCo	means NZX Regulation Limited
NZX	means NZX Limited
NZX Listing Rules	means the listing rules of the NZX Main Board and Debt Market operated by NZX
NZX Main Board	means the main board equity security market operated by NZX
Oversubscription Facility	means the facility that entitles an Eligible Shareholder who accepts their full entitlement of new Shares under their Right to also apply for additional new Shares, as described further in Section 5 "The Proposed Recapitalisation".
Proposed Recapitalisation	means the Rights Offer and the Top-up Placement, as described further in Section 5 "The Proposed Recapitalisation"
Record Date	7.00pm, 28 August 2025
Resolutions	means the resolutions to be put to Shareholders at the Special Shareholders' Meeting, as described in Section 6 "Notice of Special Shareholders' Meeting"
Right	means the renounceable right to subscribe for 1.6 new Shares at the Issue Price for every 1 existing Share held by that Shareholder
Rights Offer	means the pro rata 1.6 for 1 renounceable rights offer for new Shares, with such Shares to rank equally with existing Metro Shares
Share	means a fully paid ordinary share in the capital of Metro
Shareholder	means each person registered in the share register of Metro as a holder of Shares
Special Shareholders' Meeting	means the special shareholders' meeting of Metro (and includes any adjournment of that meeting)
Top-up Placement	means the issue of such number of Shares to Amari on completion of the Rights Offer at $0.03 per Share as will result in Amari reaching a 51% shareholding in Metro, with such Shares to rank equally with existing Metro Shares
Voting/Proxy Form	means the voting and proxy form accompanying this Notice of Meeting

APPENDIX 1:

INFORMATION REQUIRED BY THE TAKEOVERS CODE IN RESPECT OF AMARI'S PARTICIPATION – ORDINARY RESOLUTION 1

Metro provides the following information to Shareholders under Rule 16 of the Takeovers Code.

(a) Amari Metals Australia Pty Ltd is the proposed allottee of Shares, to be issued to it under the Proposed Recapitalisation.

(b) The particulars required under Rule 16(b)(ii) of the Takeovers Code are as follows:

Takeovers Code		Particulars
16(b)(ii), Sch 5(a)	The maximum number of voting securities that could be allotted (the **approved maximum number**) to the allottee.	501,655,800 This assumes that Amari does not subscribe for any Shortfall Shares. In that instance, under the Top-up Placement, Amari will be allotted such number of Shares as would result in Amari holding 51% of the total Metro Shares on issue immediately following completion of the Proposed Recapitalisation. The total number of Shares allotted to Amari will be less than 501,655,800 if Amari subscribes for Shortfall Shares, as fewer Shares will need to be allotted for Amari to reach a 51% shareholding in Metro.
16(b)(ii), Sch 5(b)	The percentage of the aggregate of all existing voting securities and all voting securities that could be allotted that the approved maximum number represents.	51%.
16(b)(ii), Sch 5(c)	The maximum percentage of all voting securities that could be held or controlled by the allottee after completion of the allotment or allotments.	51%.
16(b)(ii), Sch 5(d)	The maximum aggregate of the percentages of all voting securities that could be held or controlled by the allottee and the allottee's associates after completion of the allotment or allotments (not including voting securities of any of the allottee's associates who are also relying on rule 7(d) in relation to the allotment or allotments (the **relying associates**)).	51%.
16(b)(ii), Sch 5(e)	If there are relying associates, the maximum aggregate of the percentages of all voting securities that could be held or controlled by the allottee and the allottee's associates after completion of the allotment or allotments.	Not applicable. There are no relying associates.
16(b)(ii), Sch 5(f)	The date used to determine the information referred to in this clause (the **calculation date**).	8 August 2025, being the last business day before this Notice of Meeting.

Takeovers Code		Particulars
16(b)(ii), Sch 5(g)	the assumptions on which the particulars in paragraphs (a) to (f) are calculated.	Metro relied on the following assumptions to calculate the above particulars: • that completion of the Proposed Recapitalisation occurs on 19 September 2025; • that there is no change to the total number of Metro Shares on issue from the number of Shares on issue as at the date of this Notice of Meeting and 19 September 2025, other than as a result of the Proposed Recapitalisation; • that Amari does not subscribe for Shortfall Shares under the Rights Offer; • that the number of voting securities is the number of voting securities on issue on the calculation date; • that there is no change in the total number of voting securities on issue between the calculation date and the end of the allotment period (other than as a result of the Proposed Recapitalisation); • that, in relation to paragraphs (a) to (c) of Schedule 5, Amari is allotted the approved maximum number under the Proposed Recapitalisation; and • that, in relation to paragraph (d) of Schedule 5, Amari and its associates are allotted the maximum number of voting securities;

(c) Rule 16(c) is not applicable, as the voting securities being allotted are not voting securities of a body corporate other than a code company.

(d) The issue price for Shares allotted to Amari under the Proposed Recapitalisation is $0.03 per Share, payable in full by Amari on completion of the Proposed Recapitalisation.

(e) The purpose of the allotment is to fulfil part of the Proposed Recapitalisation, by allotting new Shares to Amari so that it reaches a 51% shareholding in Metro. The purpose of the Proposed Recapitalisation is to raise capital to allow Metro to reduce its current levels of debt. The Proposed Recapitalisation has also enabled Metro to secure concessions from its bank syndicate, conditional on completion of the Proposed Recapitalisation, which will further assist the reduction of Metro's net debt.

(f) If the Proposed Recapitalisation is approved, the allotment of Shares to Amari will be permitted under Rule 7(d) of the Takeovers Code.

(g) Metro has been advised by Amari that no agreements or arrangements have been, or are intended to be, entered into between Amari and any other person (other than between Amari and Metro in respect of the Proposed Recapitalisation) relating to:

(i) the allotment, holding or control of the Shares to be allotted to Amari; or

(ii) the exercise of voting rights in Metro.

(h) The Independent Report that accompanies this Notice of Meeting is a report from an independent advisor that complies with Rule 18 of the Takeovers Code.

(i) The Directors fully support the proposed allotment to Amari as outlined in this Notice of Meeting and unanimously recommend that Shareholders vote in favour of Resolution 1 at the Special Shareholders' Meeting.

(j) The reasons the Directors recommend Shareholders vote in favour of the proposed allotment to Amari are that:

(i) The Resolutions are interconnected, meaning the Proposed Recapitalisation will not proceed if the Shareholders do not vote in favour of Resolution 1 (the allotment to Amari), as well as Resolutions 2 and 3.

(ii) Metro's debt levels have been unsustainably high.

(iii) The Board pursued several options to raise capital and refinance debt over an extended period, but no other executable options arose.

(iv) Proceeds from the Proposed Recapitalisation will be used to pay down Metro's debt. Metro's existing bank syndicate has agreed to provide debt forgiveness of $10 million to support the Proposed Recapitalisation, which is conditional on the Proposed Recapitalisation being successful, by raising at least $15 million.

(v) In the Board's view, the Proposed Recapitalisation represents the only executable outcome for Metro's Shareholders, particularly given the upcoming maturity of Metro's debt facilities and a need to reduce its debt levels.

(vi) Reducing the level of debt and extending the term of the debt is expected to reduce uncertainty for Metro's Shareholders, customers, suppliers and staff and give Metro time to execute on its plans to improve profitability. This would also allow Metro to assess and pursue attractive opportunities to achieve earnings growth via investment.

(vii) Amari is a successful long-term investor, and the Board is confident Amari will provide valuable Board level input.

APPENDIX:

INDEPENDENT REPORT

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DIRECTORY

Registered Office

5 Lady Fisher Place
East Tamaki
Auckland 2013
New Zealand

Phone: +64 927 3000

Board of Directors

Shawn Beck – Non-Executive Chair

Julia Mayne – Non-Executive Director and Chair of the Audit and Risk Committee

Pramod Khatri – Non-Executive Director and Member of the Audit and Risk Committee

Simon Bennett – Executive Director

Senior Leadership Team

Simon Bennett – Executive Director

Sarah Hipkiss – Chief Financial Officer

Nick Hardy-Jones – Country Manager New Zealand

Steve Hamer – Chief Executive Officer, Australian Glass Group

Auditor

PricewaterhouseCoopers
15 Customs Street West
Auckland 1010
New Zealand

Lawyers

Bell Gully
Deloitte Centre
Level 14/1 Queen Street
Auckland 1010
New Zealand

Bankers

ASB Bank Limited

Westpac New Zealand Limited

Westpac Banking Corporation

Share registrar

MUFG Pension & Market Services (NZ) Limited
Level 30, PwC Tower
15 Customs Street West
Auckland 1010
PO Box 91976, Auckland 1142
New Zealand

Shareholder Information Line

0800 546 567 (toll free within New Zealand) or +64 9 375 5998 between 8.30am and 5.00pm (NZST), Monday to Friday

Further information online

Our Annual and Interim Reports, all our core governance documents (including our constitution, some of our key policies and charters), our investor relations policies and all our announcements can be viewed on our website:

www.metroglass.co.nz/investor-centre/

METRO PERFORMANCE GLASS

INDEPENDENT APPRAISAL REPORT AND INDEPENDENT ADVISER'S REPORT IN RELATION TO THE PROPOSED RECAPITALISATION

GRANT SAMUEL & ASSOCIATES LIMITED

AUGUST 2025

Executive Summary

1. Introduction

Metro Performance Glass Limited (**MPG** or the **Company**) is a major glass manufacturer and processor in New Zealand and Australia.

MPG has endured sustained underperformance over several years for a number of reasons —including poor financial performance in Australia, the launch of a major competitor in New Zealand that has eroded MPG's market share, the impact of COVID-19, and a recent major downturn in Australasian construction activity. These factors have contributed to a decline in MPG's earnings and reduced its capacity to service and repay bank borrowings. Consequently, MPG's leverage ratio has progressively escalated to levels that have breached the financial covenant thresholds embedded in its banking facilities[1].

Over the last 12 months the Board of MPG has focussed on raising capital to reduce debt and has engaged with several potential investors in an attempt to raise capital or seek interest from an investor to acquire some or all of the Company.

On 1 July 2025 MPG announced that the capital raising process has led to a proposal to raise equity and reduce its bank borrowings by means of:

- a $8.9 million pro rata renounceable rights offer to eligible, existing MPG shareholders (the **Rights Offer**); and
- a top-up placement of MPG ordinary shares (the **Top Up Placement**) to Amari Metals Australia Pty Limited (**Amari**). Amari is not currently a shareholder in MPG.

MPG has also entered into a conditional agreement with Westpac New Zealand Limited (**Westpac**) for a new three year facility (the **Banking Refinancing**).

The Rights Offer, Top Up Placement and Bank Refinancing are interdependent and collectively referred to as the **Proposed Recapitalisation.**

2. Key terms of the Proposed Recapitalisation

Under the Rights Offer MPG's existing shareholders will be entitled to:

- subscribe for 1.6 new fully paid ordinary MPG share for every one existing share held at a price of three cents per Share (the **Issue Price**); and
- subscribe for additional MPG shares under an Oversubscription Facility.

The Oversubscription Facility will allow an MPG shareholder to subscribe for any new MPG shares not taken up by other MPG shareholders electing not to participate in the Rights Offer.

As part of the Rights Offer a selection of wholesale investors (the **Wholesale Investors**) have committed to partially underwrite the Rights Offer and acquire at the Issue Price up to $5.06 million worth of Shares at three cents per share.

As part of the Proposed Recapitalisation MPG has also entered into a binding agreement with Amari under which Amari agrees to subscribe for enough MPG shares such that Amari holds 51% of all MPG shares on issue post the Proposed Recapitalisation. Collectively, the total amount of equity raised by the Rights Offer and Top Up Placement will be between $16.1 million and $23.9 million.

[1] MPG has received covenant relief from MPG's existing Banking Syndicate.

The Bank Refinancing is conditional on the implementation of the Proposed Recapitalisation and the parties entering into a Refinancing Term Sheet. Its key terms include a total commitment of $48 million and flexible covenants for the next 18 months. As part of the Proposed Recapitalisation MPG's existing banking syndicate (the **Banking Syndicate**) has agreed to forgive $10 million of borrowings (the **Debt Forgiveness**) and an extension of the current facilities to 30 September 2025 to allow MPG time to complete the capital raising.

3. Key Conclusions

- **MPG is undercapitalised.** The Proposed Recapitalisation seeks to address MPG's capital structure and stabilise the business. If implemented the Proposed Recapitalisation will substantially reduce debt and improve MPG's ability to conduct its business effectively. The uncertainty regarding MPG's ability to continue as a going concern will abate, making MPG more stable for customers and employees.

- **The Proposed Recapitalisation will improve the financial position of MPG.** The binding commitments from Amari and the Wholesale Investors mean that if MPG proceeds with the Proposed Recapitalisation, the Company will raise at least $16.1 million. If this amount is raised MPG's borrowings will reduce to a level such that the Company can operate under the financial covenants proposed under the Bank Refinancing, assuming MPG can achieve its anticipated increase in EBITDA. Under the terms of the Bank Refinancing as more capital is raised, the banking facility will decrease, and MPG will have additional headroom to operate within its financial covenants.

- **If the Proposed Recapitalisation is not implemented, MPG will continue to be undercapitalised.** The Banking Syndicate may elect to extend the existing facilities beyond 30 September 2025. However, there is no assurance that this will occur and, if it does, it is highly likely to be conditional on MPG undertaking another capital raising process.

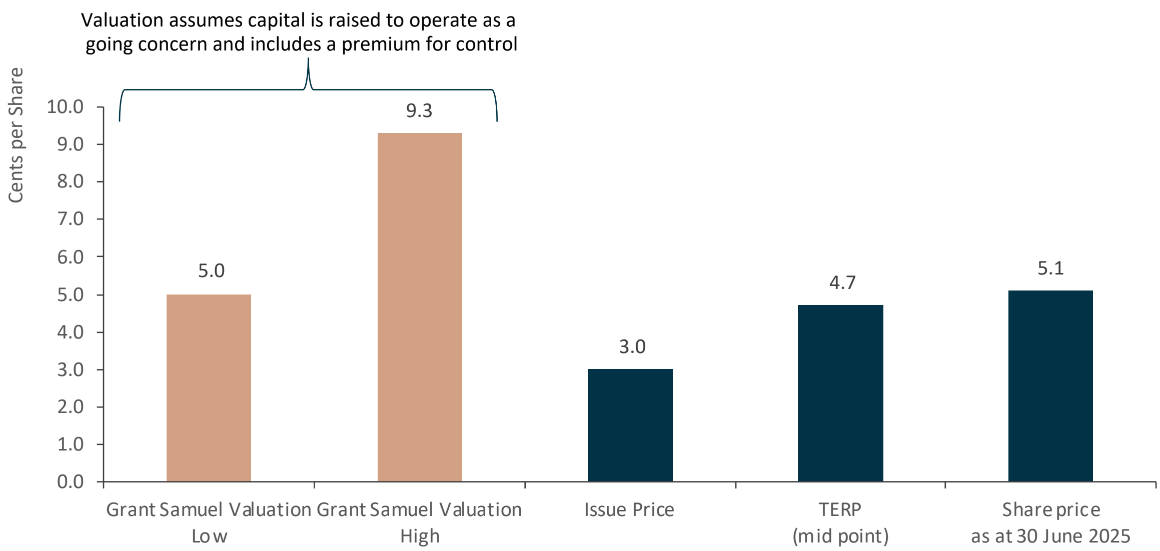
  MPG shareholders need to be aware that continuing to pursue capital raising solutions will come at a cost, not only in terms of the meaningful distraction for senior management, but also as time passes the confidence in MPG as an investment proposition is likely to be further compromised, which creates uncertainty with existing customers, suppliers and employees.

  There is no guarantee that MPG would be able to raise equity on better terms than the Proposed Recapitalisation and at some point, there is the possibility of a receiver being appointed if no other capital raising solutions can be secured. Under a potential receivership scenario there would be limited prospect of any capital being returned to shareholders.

- **Amari will be issued with new MPG shares such that it will own 51% of the Company post the Proposed Recapitalisation**. Owning 51% of all MPG's shares on issue enables Amari to have effective control over the day-to-day operations of MPG, appoint new directors to the Board of MPG and control the outcome of any ordinary resolution put to shareholders. The interests of Amari and minority shareholders should generally be aligned. MPG directors are also required to act in the best interests of all stakeholders and there are various provisions of the Companies Act, NZX Listing Rules and Takeovers Code that afford minority shareholders further protection.

- **The Issue Price is below MPG's current share price and does not include any premium for control.** In Grant Samuel's opinion the full underlying value of MPG shares is in the range of 5.0 to 9.3 cents. This equity value range assumes that MPG has raised what Grant Samuel believes is the capital needed to remove the uncertainty over its ability to continue as a going concern. Shares in a listed company normally trade at a discount to the underlying value of the whole company. The discount is typically in the range 20-35%. The extent of the discount (if any) depends on the specific circumstances of each company. The Issue Price represents a discount to Grant Samuel's valuation which represents the full underlying value and includes a premium for control. The following graph provides a comparison of Grant Samuel's valuation range with the:
  - Issue Price;
  - the closing share price as at 30 June 2025; and
  - the theoretical ex-rights closing share price on 30 June 2025 (**TERP**) - based on the mid-point.

COMPARISON OF GRANT SAMUEL'S VALUATION RANGE WITH THE ISSUE PIRCE, LAST CLOSE PRICE AND TERP



While it is commonplace for companies to raise capital by way of a renounceable rights issue at a discount to the current share price, the issuance is not usually accompanied by a placement that results in a single shareholder obtaining 51% ownership. MPG shareholders may accept that outcome if voting against the ordinary resolutions to approve the Proposed Recapitalisation could result in a more unfavourable outcome that would materially impact shareholder value. This includes:

- eliminating the risks associated with intervention by the Banking Syndicate. In Grant Samuel's opinion, MPG shareholders are unlikely to receive any value for their MPG shares if the Company is placed into receivership; and/or
- the potential benefits of the Proposed Recapitalisation are considered to outweigh the cost of issuing shares at a discount to MPG's current share price, including the potential future appreciation in MPG's share price as the uncertainty over its ability to continue as a going concern abates.

- **MPG has already successfully restructured its New Zealand operations, and both its New Zealand and Australian businesses are well positioned for growth when the market recovers.**
  - MPG is a leading producer of performance glass in both Australia and New Zealand. In New Zealand it is the largest industry participant with approximately 30% market share. In Australia, which is more fragmented, AGG's market share is 17% making it the second largest industry participant in the three states it operates in. MPG is well positioned in both New Zealand and Australia due to its brand, scale and reputation for service.
  - In New Zealand, MPG has restructured its operations to reduce costs, increase production efficiency, and deliver high levels of customer service. Overall, MPG's management believes that the majority of the hard work has been completed in right-sizing the business for the current market structure and that MPG is well-placed to benefit from the increase in construction activity that is expected to occur as economic conditions improve.
  - Building code changes were introduced in key states of Australia over the past 12 months that require greater use of, and higher standards for double glazed units (**DGUs**) in new builds. These changes are expected to underpin a material increase in demand compared to historical levels and give management confidence that AGG can achieve its forecast FY26 EBITDA.
- **Existing MPG Shareholders will be diluted due to the substantial share issue to Amari.** Existing shareholders can attempt to minimise the level of dilution by subscribing for additional new MPG shares under the Oversubscription Facility in addition to the 1.6 new shares for every one share held entitlement. The Rights are also renounceable, which means the holder can sell the Rights to another investor. [2] Consequently, there are many permutations for percentage ownership that existing shareholders may end up with as a result of the Proposed Recapitalisation. The following table summarises the possible outcomes of the Proposed Recapitalisation at different percentages of participation levels based on the Rights Offer take up.

CHANGE OF OWNERSHIP AND CONTROL (MILLIONS)

% OF NEW SHARES OFFERED UNDER THE RIGHTS OFFER THAT ARE SUBSCRIBED FOR BY EXISTING MPG SHAREHOLDERS	0%	43.1%	100%
Existing shares on issue before the Proposed Recapitalisation	**185.4**	**185.4**	**185.4**
Total New shares issued under the Rights Offer	296.6	296.6	296.6
New shares issued to Amari under the Top Up Placement	240.5	501.7	501.7
Total shares issued	**537.1**	**798.3**	**798.3**
Total shares on issue after the Proposed Recapitalisation	**722.5**	**983.7**	**983.7**
Capital raised from shares issued at 3 cents per share ($m)	**$16.1**	**$23.9**	**$23.9**
Other shareholders' shareholding after the Proposed Recapitalisation %	*25.7%*	*31.8%*	*49.0%*
Wholesale Investors shareholding after the Proposed Recapitalisation %	*23.3%*	*17.2%*	-
Amari shareholding after the Proposed Recapitalisation %	*51.0%*	*51.0%*	*51.0%*

- **MPG's share liquidity is likely to improve, despite a decrease in free float.** Share trading over the last two years has reflected very low levels of liquidity due in part to MPG's poor financial performance and uncertainty over its ability to continue as a going concern. The Proposed Recapitalisation will reduce MPG's indebtedness, which in combination with an improvement in MPG's financial performance, may result in higher levels of trading in MPG shares despite the lower free float.

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[2] The Rights can be traded via the NZX platform

- **The probability of alternative options is low.** Since early 2023 MPG has spent a considerable amount of time and resources exploring a range of capital raising initiatives to address its high debt levels. The Proposed Recapitalisation is the outcome of negotiations with a range of potential investors and the Banking Syndicate. At the date of this report there were no viable alternatives that would provide MPG with the minimum capital required under the Bank Refinancing.
- **The approval of the Proposed Recapitalisation is primarily conditional on MPG shareholders' endorsement of the ordinary resolution(s), and the outcome is binary:**
  - **The voting thresholds to approve the ordinary resolutions are achieved.** If the voting thresholds to approve the ordinary resolutions are achieved, all other conditions are satisfied or (if capable of waiver) waived, the Rights Offer process will commence and the Proposed Recapitalisation will be implemented. If the Proposed Recapitalisation is implemented MPG's shares will remain listed on the NZSX.
  - **The voting thresholds to approve the ordinary resolutions are not achieved.** If the voting thresholds to approve the ordinary resolutions are not achieved, the Rights Offer process will not commence and the status quo will remain. In those circumstances MPG will remain under increased pressure from the Banking Syndicate.

3. Other Matters

This is a summary of Grant Samuel's opinion. The full report from which this summary has been extracted is attached and should be read in conjunction with this summary. A detailed assessment of the merits of the Proposed Recapitalisation is outlined in section 5 of this report. Grant Samuel's opinion is to be considered as a whole. Selecting portions of the analyses or factors considered by it, without considering all the factors and analyses together, could create a misleading view of the process underlying the opinion. The preparation of an opinion is a complex process and is not necessarily susceptible to partial analysis or summary.

Grant Samuel has not been engaged to provide a recommendation to shareholders in relation to the Proposed Recapitalisation. In any event, the decision whether to vote for or against the Proposed Recapitalisation is a matter for individual shareholders, based on their own views as to value, their expectations about future market conditions and their particular circumstances including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. Shareholders who are in doubt as to the action they should take in relation to the Proposed Recapitalisation should consult their own professional adviser.

Similarly, it is a matter for individual shareholders as to whether to buy, hold or sell securities in MPG. These are investment decisions upon which Grant Samuel does not offer an opinion and are independent of a decision on whether to vote for the Proposed Recapitalisation. Shareholders should consult their own professional adviser in this regard.

GRANT SAMUEL & ASSOCIATES LIMITED

8 August 2025

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GLOSSARY

TERM	DEFINITION
5R	5R Solutions Limited
AGG	Australian Glass Group
Amari	Amari Metals Australia Pty
Banking Syndicate	The existing Banking Syndicate
Contractors	Commercial construction firms
Crescent	Crescent Capital Partners
DCF	Discounted cash flow
Debt Forgiveness	The forgiveness of $10.0 million of borrowings
DGUs	Double Glazing Units
DIFOT	Delivery In Full On Time
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation
Fabricators	Glass window and door fabricators
FY[XX]	The financial year ended 31 March 20[XX]
FY[XX]	The financial year ending 31 March 20[XX]
Grant Samuel	Grant Samuel & Associates Limited
IGUs	Insulating glass units
Issue Price	The price of the Right is three cents per share
Merchants	Glass merchants
MPG or the Company	Metro Performance Glass Limited
NBIO	Non binding indicative offer
NCC	National Construction Code
NSW	New South Wales
NZX Listing Rules	Means the listing rules of the NZX Main Board and Debt Market operated by NZX
Oceania	Oceania Glass
Oversubscription Facility	The ability for MPG shareholders to subscribe for additional Rights capped at the greater of: • new Shares equal to the greater of 100% of their Rights entitlement; • $25,000 of new MPG shares at three cents per share.
Proposed Recapitalisation	The Rights Offer, Top Up Placement and Bank Refinancing
R&M	Repairs and maintenance
SGUs	Single glazed units
Shortfall Shares	Shares not taken up by existing MPG shareholders
The Bank Refinancing	A new three-year banking facility
The Rights Offer	A $8.9 million pro rata renounceable rights offer to eligible, existing MPG shareholders. The Rights issue is at a ratio of 1.6 new shares for every 1 existing share.
Top Up Placement	A top-up placement of MPG ordinary shares to Amari that enables Amari to achieve a 51% shareholding in MPG
Total Commitment	A total commitment $48.0 million
Whiting	Richard Whiting Colburn
Wholesale Investors	Wholesale investors that have committed to partially underwrite of the Right Offer and acquire at the Issue Price up to $5.06 million of Shortfall Shares
Wholesale Investors Underwrite	The commitment to partially underwrite of the Right Offer up to $5.06 million of Shortfall Shares

1 Terms of the Proposed Recapitalisation

1.1 Background

Metro Performance Glass Limited (**MPG** or the **Company**) is a major glass manufacturer and processor in New Zealand and Australia. The Company was listed on the New Zealand Stock Exchange (**NZX**) and Australian Securities Exchange (**ASX**) in 2014 with a market capitalisation of NZ$314 million, or NZ$1.70 per share. After the listing MPG proceeded to make several small bolt-on acquisitions in New Zealand and then expanded into Australia with the acquisition of Australian Glass Group (**AGG**) for NZ$47.5 million in late 2016. A combination of these acquisitions, operational improvements and increased activity in the housing and commercial construction markets resulted in MPG achieving year-on-year revenue and EBITDA growth from 2014 to 2017.

Unfortunately, AGG's performance declined following its acquisition and MPG reported trading losses (including the impairment of intangible assets) for AGG in FY19 to FY20. In response, MPG's management initiated a turnaround plan, which resulted in better trading results in FY21 and FY22 and a return to profitability in FY23.

Coinciding with the decline in AGG's performance in 2018, Profile Group Limited (**Profile Group**) - the owner of Architectural Profiles Limited (**APL**) - announced that it was establishing a double-glazing manufacturing business called Architectural Glass Products Limited (**AGP**). AGP built a new glass manufacturing facility in Waikato and in doing so Profile Group became a vertically integrated glass and window manufacturing operation when the new facility became operational in 2020.

Prior to the formation of AGP, APL's fabricators were collectively MPG's largest source of revenue. The loss of large numbers of APL's fabricators business and increased competition from AGP led to a material decline in MPG's market share in New Zealand from over 50% in 2019 to approximately 30% today. MPG reported earnings before interest, tax and abnormal items (**EBIT**) of $23.2 million in FY20. The structural change in the New Zealand glass industry in combination with challenging market conditions in Australia and New Zealand has led to MPG reporting progressively lower earnings each year since FY20, culminating in an EBIT loss before abnormal items of $0.6 million in FY25. MPG's share price has deteriorated from $0.85 per share in November 2018 to a low of $0.04 per share over the last 12 months.

MPG's acquisition of AGG was substantially funded by new debt and MPG's net bank borrowings increased to NZ$94.5 million by mid 2017. While MPG was able to reduce its bank borrowings following the acquisition of AGG its net debt level was high relative to its declining earnings[3].

MPG undertook several initiatives to address its progressively declining financial performance and position, including:

- undertaking various strategic reviews to simplify the business model, focus on production efficiency and improve customer service;
- implementing cost-out initiatives including the closure of glass production facilities;
- initiating a sale process for AGG in February 2023 in order to reduce debt. The sale process for AGG was extensive and led to detailed discussions with a preferred party who made a revised offer for the business in May 2024. At that point, MPG's board decided to retain AGG and progress a capital raise to reduce debt; and
- refreshing the Board of Directors and senior management.

The continued deterioration in its financial performance since FY20 has required regular covenant relief from MPG's existing Banking Syndicate (the **Banking Syndicate**). In FY25 revenue and profitability declined despite MPG achieving operational improvements and maintaining its market share. The decline was largely due to

[3] MPG reported net debt of $66.7 million as at 31 March 2020.

the continuing cyclical downturn in construction activity and low levels of activity in the housing and commercial construction markets. However, the trading loss in FY25 resulted in MPG's net debt increasing to $60 million in 2025.

Over the last 12 months MPG's Board has focussed on raising capital to reduce debt and has engaged with several potential investors in an attempt to raise capital and it has also been in takeover discussions with Viridian (which is subject to Commerce Commission approval).

On 1 July 2025 MPG announced that the capital raising process has led to a proposal to raise at least $15 million of equity and reduce its bank borrowings by means of:

- a $8.9 million pro rata renounceable rights offer to eligible, existing MPG shareholders (the **Rights Offer**); and
- a top-up placement of MPG ordinary shares (the **Top Up Placement**) to Amari Metals Australia Pty Limited (**Amari**). Amari is not currently a shareholder in MPG.

MPG has also entered into a conditional agreement with Westpac New Zealand Limited (**Westpac**) for a new three-year facility (the **Bank Refinancing**). Key terms of the Bank Refinancing include:

- a minimal capital raise of $15.0 million;
- the same pricing as its current facility;
- flexible covenants for the first 18 months to give time for MPG to increase its earnings; and
- a total facility commitment $48.0 million (the **Total Commitment**).

The Rights Offer, Top Up Placement and Bank Refinancing are interdependent and are collectively referred to as the **Proposed Recapitalisation.**

1.2 Terms of the Proposed Recapitalisation

Under the Rights Offer MPG's existing shareholders will be entitled to:

- subscribe for 1.6 new fully paid ordinary MPG share for every one existing share held at a price of three cents per Share (the **Issue Price**); and
- subscribe for additional MPG shares under an **Oversubscription Facility**.

The Oversubscription Facility will allow an MPG shareholder to subscribe for any new MPG shares not taken up by other MPG shareholders electing not to participate in the Rights Offer.

If MPG shareholders do not subscribe for all the shares offered to them there will be a shortfall of shares taken up under the Rights Offer (the **Shortfall Shares**).

As part of the Rights Offer a selection of wholesale investors (the **Wholesale Investors**) have committed to partially underwrite the Rights Offer and acquire up $5.06 million of Shortfall Shares at the Issue Price (the **Wholesale Investors Underwrite**). The Wholesale Investors include:

- Simon Bennett, MPG's Executive Director, who has committed to invest up to $1 million; and
- Pramod Khatri, a Director of MPG, who has committed to invest up to $0.2 million.

As part of the Rights Offer MPG has also entered into a binding agreement with Amari under which Amari agrees to:

- subscribe for any remaining Shortfall Shares not taken up under the Wholesale Investors Underwrite; and

- after completion of the Rights Offer, subscribe for new shares under the Top Up Placement at a price of three cents per share such that Amari holds 51% of all MPG shares on issue post the Proposed Recapitalisation.

Collectively, the total amount of equity raised by MPG under the Rights Offer and Top Up Placement will be between $16.1 million and $23.9 million under all scenarios. Amari will own 51% of all the MPG ordinary shares on issue post the Proposed Recapitalisation. The amount of capital raised by MPG and the amount invested by Amari is dependent on the level of participation by MPG shareholders in the Rights Offer. One of three possible outcomes will occur if the Proposed Recapitalisation takes place:

- if MPG shareholders do not subscribe for any shares under the Rights Offer, the Company will raise a total of $16.1 million;
- if MPG shareholders subscribe for less than approximately $3.8 million of new MPG shares under the Rights Offer, the Company will raise an amount between $16.1 million and $23.9 million; or
- if either MPG shareholders or a combination of MPG shareholders and the Wholesale Investors take up all the shares offered under the Rights Offer, the Company will raise $23.9 million.

As part of the Proposed Recapitalisation MPG's existing banking syndicate (the **Banking Syndicate**) has agreed to forgive $10 million of borrowings (the **Debt Forgiveness**) and an extension of the current facilities to 30 September 2025 to allow MPG the time needed to complete the capital raising.

1.3 Timing of the Proposed Recapitalisation

The timetable of the Proposed Recapitalisation is summarised below:

PROPOSED RECAPITALISATION TIMELINE

	DATES
Offer document / notice of meeting release date	11 August
Shareholder meeting and vote	26 August
Rights trading	1 September to 5 September
Offer closes	12 September
Shortfall applications / underwriting commitments announced	16 September
Settlement of the Proposed Recapitalisation	16 September

Source: MPG

To proceed, the Proposed Recapitalisation requires the prior approval of MPG's shareholders. There will be three ordinary resolutions to be voted on and all resolutions must be passed in order for any of them to be effective:

- **Resolution 1 -** approval under the Takeovers Code for Amari to acquire greater than 20% of the Shares.
- **Resolution 2 -** approval under NZX Listing Rule 4.2.1 for the issue of new MPG shares, which is greater than 15% of MPG's shares on issue (i.e. the 15% placement capacity); and
- **Resolution 3 -** approval under NZX Listing Rule 5.2.1 for the issue of new MPG shares to Simon Bennett and Pramod Khatri as a related party of MPG under the Wholesale Investors Underwrite.

The Shareholder Meeting to consider the Proposed Recapitalisation is scheduled for 26 August 2025.

The Proposed Recapitalisation is also conditional upon MPG and Westpac entering into the Refinancing Terms Sheet in the form agreed in writing by Amari (acting reasonably).

2 Scope of the Report

2.1 Purpose of the Report

The Directors of MPG have engaged Grant Samuel & Associates Limited (**Grant Samuel**) to prepare an Independent Adviser's Report (under the Takeovers Code) and an Independent Appraisal Report (under the NZX Listing Rule 7.8.8) to assist MPG shareholders in appraising the implications of the Proposed Recapitalisation.

A copy of this report will accompany the Notice of Meeting in relation to the Proposed Recapitalisation to be sent to all MPG shareholders. In addition to the Grant Samuel report, the Notice of Meeting will contain other information that the MPG Board considers will assist shareholders in evaluating the Proposed Recapitalisation.

For the purposes of the notice of meeting to consider the Proposed Recapitalisation Grant Samuel has incorporated the specific reporting requirements of the Takeovers Code and NZX Listing Rules into a single report. The basis of assessment is discussed in more detail in Section 2.1.1 and 2.1.2 below.

Grant Samuel is independent of MPG, Amari, Simon Bennett and Pramod Khatri and has had no involvement with, or interest in, the outcome of the Proposed Recapitalisation.

Grant Samuel issues this Independent Adviser's Report and Independent Appraisal Report to the non-associated Directors for the benefit of the non-associated Shareholders to assist them in forming their own opinion on whether to vote for or against ordinary Resolution 1 and 3.

The report should not be used for any purpose other than as an expression of Grant Samuel's opinion regarding the Proposed Recapitalisation. This report should be read in conjunction with the Qualifications, Declarations and Consents outlined at Appendix D.

2.1.1 Requirements of the Takeovers Code

The Takeovers Code came into effect in 2001, replacing the New Zealand Stock Exchange Listing Rules and the Companies Amendment Act 1963 requirements governing the conduct of company takeover activity in New Zealand. The Takeovers Code seeks to ensure that all shareholders are treated equally and on the basis of proper disclosure are able to make informed decisions on shareholding transactions that may impact on their own holdings.

MPG is a Code Company for the purposes of the Takeovers Code. Rule 6 of the Takeovers Code, the fundamental rule, states that a person (along with its associates) who holds or controls:

a) less than 20% of the voting rights in a code company may not become the holder or controller of an increased percentage of the voting rights in the code company unless, after that event, that person and that person's associates hold or control in total not more than 20% of the voting rights in the code company;

b) 20% or more of the voting rights in a code company may not become the holder or controller of an increased percentage of the voting rights in the code company.

Rule 7 of the Takeovers Code sets out the exceptions to the fundamental rule. Rule 7 states that a person may become the holder or controller of an increased percentage of the voting rights in a code company under the following circumstances:

a) by an acquisition under a full offer;

b) by an acquisition under a partial offer;

c) by an acquisition by the person of voting securities in the code company or in any other body corporate from one or more other persons if the acquisition has been approved by an ordinary resolution of the code company in accordance with the code;

d) by an allotment to the person of voting securities in the code company or in any other body corporate if the allotment has been approved by an ordinary resolution of the code company in accordance with the code;

e) if:

(i). the person holds or controls more than 50%, but less than 90%, of the voting rights in the code company; and

(ii). the resulting percentage held by the person does not exceed by more than 5 the lowest percentage of the total voting rights in the code company held or controlled by the person in the 12-month period ending on, and inclusive of, the date of the increase;

f) if the person already holds or controls 90% or more of the voting rights in the code company.

The allotment of shares to Amari would result in Amari owning more than 20% of the issued shares in MPG and accordingly requires an ordinary resolution of MPG shareholders to proceed on which Amari and associates may not vote.

The Takeovers Code requires that the notice of meeting provided to MPG shareholders to consider the Share Issue resolution captured by Rule 7(d) must be accompanied by an Independent Adviser's Report (that complies with Rule 18) on the merits of the Proposed Recapitalisation, having regard to the interests of the persons who may vote to approve it.

2.1.2 Requirements of the NZX Listing Rules

MPG Directors Simon Bennett and Pramod Khatri have committed to invest in the capital raising via the Wholesale Investors Underwrite. They are each defined as a related party of MPG under NZX Listing Rule 5.2.1 and accordingly an NZX Appraisal Report is required under NZX Listing Rule 7.8.8.

Pursuant to Listing Rule 7.10.2 the Appraisal Report is required to:

- be addressed to the Directors of MPG who are not, and are not associated with, a relevant Associated Person (which is Simon Bennett and Pramod Khatri);
- be expressed to be for the benefit of the shareholders of MPG not associated with Simon Bennett and Pramod Khatri;
- state whether or not in the opinion of Grant Samuel the consideration and the terms and conditions of the Share Issue to Simon Bennett and Pramod Khatri are “fair” to MPG’ shareholders (other than those associated with Simon Bennett and Pramod Khatri);
- state whether or not in Grant Samuel’s opinion the information to be provided by MPG to its shareholders is sufficient to enable holders of those shares to understand all the relevant factors, and make an informed decision in regard to the fairness opinion;
- state whether Grant Samuel has obtained all information which it believes desirable for the purposes of preparing the report, including all relevant information which is or should have been known by any director of MPG and made available to the directors;
- state any material assumptions on which Grant Samuel’s opinion is based; and
- state any term of reference which may have materially restricted the scope of the report.

2.2 Basis of the Evaluation

The term "merits" as used in Rule 18 of the Takeovers Code has no legal definition in New Zealand either in the Takeovers Code itself or in any statute dealing with securities or commercial law.

Similarly, the term "fair" as used in Listing Rule 7.8.8 has no legal definition in New Zealand either in the NZX Listing Rules themselves or in any statute dealing with securities or commercial law, although over time a commonly accepted meaning has evolved.

NZX Listing Rules 7.10.2 requires that the Appraisal Report evaluates whether the issue price and other terms of the Share Issue are fair. The terms and conditions of the proposed issue of shares are considered to be fair if they are not onerous and do not adversely affect MPG' existing shareholders.

Grant Samuel has considered that an assessment of the merits of the Proposed Recapitalisation is a broader test than "fair".

Grant Samuel has evaluated the Proposed Recapitalisation by reviewing the following factors:

- reviewing the current trading conditions for MPG and the timing and circumstances surrounding the Proposed Recapitalisation;
- assessing the potential impact of the Proposed Recapitalisation on MPG' financial position;
- assessing the potential impact of the Proposed Recapitalisation on the strategic direction of MPG;
- assessing the solvency risk and liquidity for MPG if the Proposed Recapitalisation is not approved by the shareholders;
- the effect on control of the MPG;
- evaluating the dilutionary impact on MPG's share price;
- evaluating the value of the Top Up Placement and Rights Issue with comparison to the market price of MPG' shares;
- evaluating the estimated value range of MPG and the price of the Proposed Recapitalisation when compared to that estimated value range;
- assessing the impact of the Proposed Recapitalisation on the liquidity of MPG' shares;
- assessing the impact of the Proposed Recapitalisation on the existing shareholder's holdings including the impact of participating in the Rights Issue; and
- assessing the likelihood of an alternative offer and alternative transactions.

2.3 Approach to Valuation

Grant Samuel has estimated the value range of MPG with reference to its full underlying value. In Grant Samuel's opinion the price to be paid under a full takeover should reflect the full underlying value of the company. The support for this opinion is twofold:

- the Takeovers Code's compulsory acquisition provisions apply when the threshold of 90% of voting rights has been reached. In this instance, the Takeovers Code seeks to avoid issues of premiums or discounts for minority holdings by providing that a class of shares is to be valued as a whole, with each share then being valued on a pro rata basis. In other words, a minority shareholder is to receive its share of the full underlying value. Grant Samuel believes that the appropriate test for fairness under a full or partial takeover offer where the offeror will gain control is the full underlying value, prorated across all shares. The rationale for this opinion is that it would be inconsistent for one group of minority shareholders, those selling under compulsory acquisition, to receive a different price under the same offer from those who accepted the offer earlier; and

- under the Takeovers Code the acquisition of more than 20% of voting rights in a "code" company can only be made under an offer to all shareholders unless the shareholders otherwise give approval. As a result, a controlling shareholding (generally accepted to be no less than 40% of the voting rights) cannot be transferred without the acquirer making an offer on the same terms and conditions to all shareholders (unless shareholders consent). Prior to the introduction of the Takeovers Code some market commentators held the view that where a major shareholder had a controlling shareholding, any control premium attached only to that shareholding. One of the core foundations of the Takeovers Code is that all shareholders be treated equally. In this context, any control premium is now available to all shareholders under a takeover offer (in a scenario where an offeror will gain control), regardless of the size of their shareholding or the size of the offeror's shareholding at the time the offer is made.

Accordingly, Grant Samuel is of the opinion that not only because shares acquired under a compulsory acquisition scenario will receive a price equivalent to full underlying value, but because the control premium is now available to all shareholders, the share price under either a full or partial takeover offer where the offeror will gain control should be within or exceed the prorated full underlying valuation range of the company.

MPG has been valued at fair market value, which is defined as the estimated price that could be realised in an open market over a reasonable period of time assuming that potential buyers have full information.

Grant Samuel's opinion is to be considered as a whole. Selecting portions of the analyses or factors considered by it, without considering all the factors and analyses together, could create a misleading view of the process underlying the opinion. The preparation of an opinion is a complex process and is not necessarily susceptible to partial analysis or summary. For the avoidance of doubt, appendices A to D form part of this report.

2.4 Profile of Amari

Amari is private company which owns and operates a network of specialised metals distribution businesses across Australia. Amari also has common ownership with three businesses serving similar industries in New Zealand.

In Australia Amari owns Atlas Steels - Australasia's largest supplier of stainless and specialty steel products, which includes stainless steel sheets, coils and plates, stainless steel tubes pipes, fittings and aluminium sheets and plates. Atlas Steels operates in five states in Australia across eight locations with a focus on products for the building and infrastructure sectors.

The three New Zealand related businesses are:

- McKechnie Aluminium (which includes the Omega Window Systems Division) - a provider of extruded aluminium products to the building industry and an aluminium window and door supplier throughout New Zealand in the residential and commercial sectors;
- Wakefield Metals - New Zealand's leading importer and distributor of various metals including aluminium, brass, copper, stainless steel, steel, zinc and other speciality products. Major market sectors include building and construction, white goods, marine, transport, electrical, dairy and wine. Wakefield Metals uses the Amari global network to source and provide logistics services for manufacturers, and
- New Zealand Tube Mills - the leading manufacturer of stainless and carbon steel tubes.

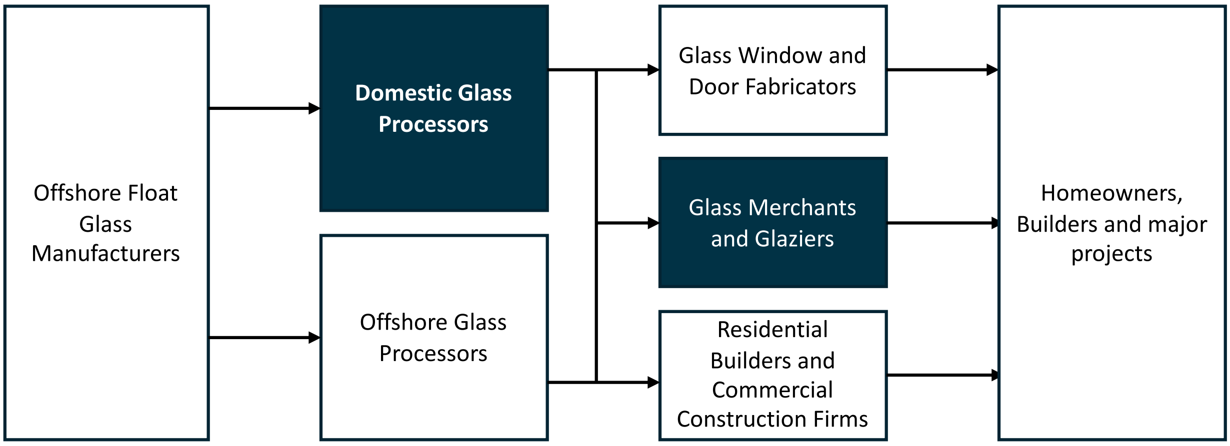
3 Industry Overview

3.1 Overview of the Industry Structure

MPG operates in the flat glass processing industry in New Zealand and Australia which includes manufacturing, cutting, grinding, polishing, heat treatment and laminating of glass materials. Processed glass is sold to downstream manufacturers and retailers of construction products such as windows, doors, tabletops and kitchens.

The industry structure in New Zealand and Australia is summarised below. MPG's position in the market is as a domestic glass processor but it also provides glazing services in New Zealand.

INDUSTRY STRUCTURE



Source: *Grant Samuel analysis*

The following comments are relevant when reviewing the table above:

- Float glass (a sheet of glass made by floating molten glass on a bed of molten metal) is no longer manufactured in New Zealand or Australia. The last float glass manufacturing plant in Australia operated by Oceania Glass (**Oceania**) was closed in March 2025 following approximately 50 years of operation. In New Zealand, the last domestic float glass line was closed in 1991 following 18 years of operation. There are approximately 450 float glass lines globally with the largest manufacturers being based in China, Europe and North America.[4]
- Float glass is converted by domestic processors into:
  - insulating glass units (**IGUs**) - a multi-pane glass assembly designed to reduce heat transfer and improve energy efficiency. IGUs typically consist of two or more panes of glass separated by a spacer and sealed around the edges. Double Glazing Units (**DGUs**) is a specific type of IGU that contains two panes of glass and is the most common form of IGU.
  - single glazed units (**SGU**) - refers to window or glass systems made of just one pane of glass without any insulating layers.
- Processed glass is primarily sold by glass processors to:
  - glass window and door fabricators (**Fabricators**), who integrate glass with joinery to sell assembled products to builders and homeowners. Fabricators are the largest customer segment for DGUs.
  - glass merchants (**Merchants**), who resupply processed glass direct to end users providing SGUs and glazing and installation services.

[4] National Glass Association.

- commercial construction firms (**Contractors**), who purchase glass for building facades and single glass products. For large projects with long lead times, the Contractor will typically source product from an overseas glass processor where this is more cost competitive.

The flat glass processing market in New Zealand and Australia is considered a just-in-time manufacturing market that benefits from investment in automation and efficient systems and processes. Window manufacturers and glaziers generally expect a three-day turnaround from submitting an order to delivery. The geographical spread of the market in New Zealand and Australia means that having a strong distribution network is necessary to meet the short lead time expectations. Currently there are limited processed glass imports into New Zealand.

Glass is generally installed in the later stages of construction. MPG's experience is that demand for residential glass typically lags the issuance of new dwelling building consents by between 6-12 months.

A typical new house has more than 20 windows and may also have a glass splashback, shower screens, mirrors and a balustrade. The construction industry in New Zealand and Australia does not have broadly accepted standardised window sizes and specifications.

3.2 Overview of Key Market Participants

The following table provides an overview of the key participants in the glass processing markets in New Zealand and Australia:

OVERVIEW OF KEY MARKET PARTICIPANTS

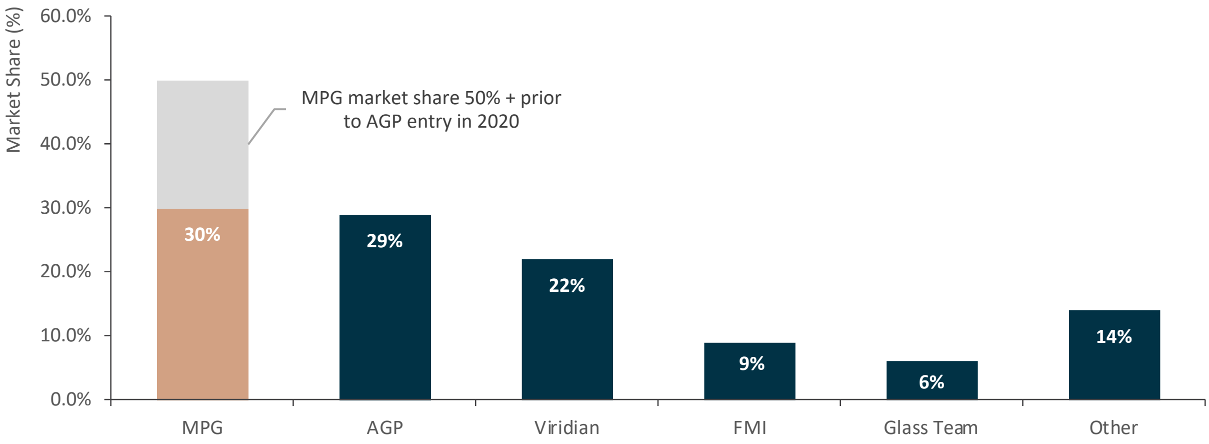
COMPANY	NEW ZEALAND	AUSTRALIA	DESCRIPTION
MPG	Yes	Yes	▪ Refer section 4
Viridian	Yes	Yes	▪ Largest glass processor in Australasia. ▪ Reported revenues of A$220m for the year ended June 2024. ▪ Majority owned by private equity firm Crescent Capital Partners (**Cresent**).
AGP/APL	Yes	-	▪ AGP operates a double-glazing manufacturing business in Cambridge, New Zealand. ▪ AGP is part of Profile Group, which provides window and door systems throughout New Zealand. Profile Group businesses include *First*, *Altherm* and *Vantage* which have more than 80 fabricators.
FMI	Yes	Yes	▪ Fairview Metal Industries (**FMI**) Building Solutions owns two glass processing plants in Australia (Melbourne and Sydney) and two in New Zealand (Auckland and Christchurch). ▪ FMI operates two Fabricators - *Fairview* and *Next*. *Fairview* and *Next* have approximately 50 aligned fabricators.
G James	-	Yes	▪ One of Australia's biggest glass, aluminium and window systems manufacturers. ▪ Exports to New Zealand.

Source: *Grant Samuel analysis*

The following comments are relevant when reviewing the table above:

- In New Zealand, the emergence of AGP as a major player in the glass processing market has been disruptive to both MPG and Viridian. Since AGP launched in 2020 MPG's market share and revenue have declined. Over this period AGP has also taken market share off smaller competitors. MPG and AGP now represent approximately 60% of the total market.

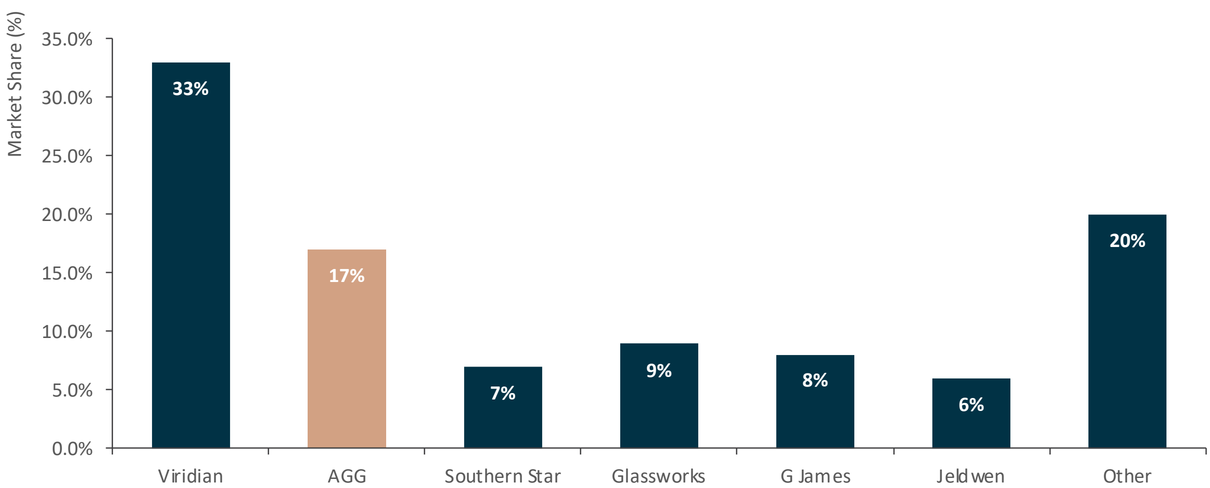
MPG NEW ZEALAND MARKET SHARE (ESTIMATE)



Source: MPG Estimates

- The majority of MPG's market share was lost due to AGP providing products to APL fabricators, which used to be a major customer of MPG.
- The other main fabricators in New Zealand are FMI and Altus which represent a large proportion of New Zealand's window sales (behind APL). Recently, FMI has two glass processing plants in New Zealand and it recently purchased two glass processing plants in Australia.
- In Australia AGG primarily provides products to window fabricators and it is the second largest manufacturer of processed glass with approximately 17% market share in the states that it operates in - Victoria, NSW and Tasmania. The largest operator in these states is Viridian which has a market share of approximately 33%. The Australian industry is fragmented with a small number of operators of scale and a significant number of small-scale IGU manufacturers, most of which are regionally based and produce primarily for their local markets.

AGG MARKET SHARE IN SOUTH-EAST AUSTRALIA (IGUS MANUFACTURED) (ESTIMATE)



Source: MPG based on its own internal research.

3.3 Overview of Key Industry Dynamics

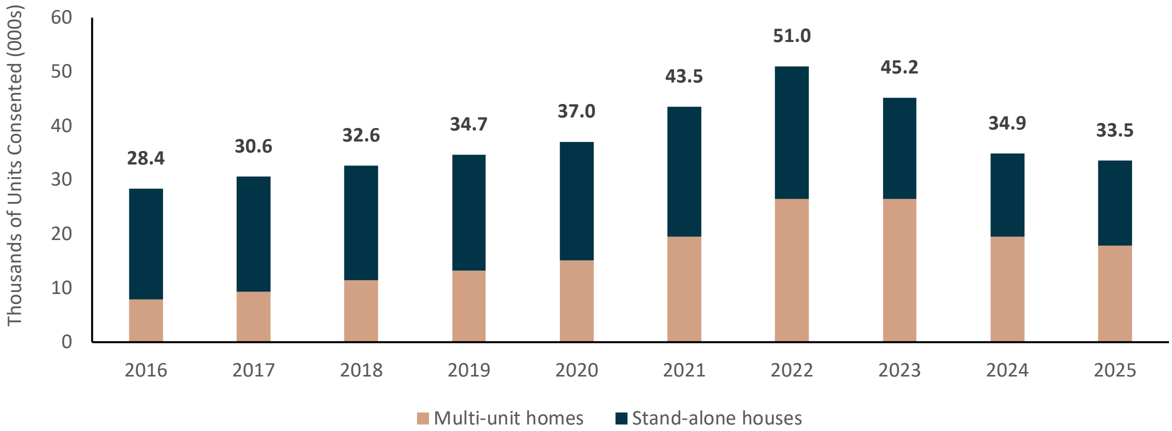
Demand for performance glass is driven by a range of factors including the level of residential and non-residential building activity as well as changing building and insulation standards.

3.3.1 Building Activity

New Zealand Residential Activity

The following chart shows the number of new homes consented in New Zealand for the years ended May 2016 to 2025. Consents for the year to May 2025 of 33,530 homes was 34% down from the peak in the year to May 2022 of 51,015 homes.

NUMBER OF NEW DWELLINGS CONSENTED IN NEW ZEALAND OVER THE LAST 10 YEARS (000) (YEAR TO MAY 2025)



Source: Statistics NZ

The proportion of consents that were multi-unit has increased from 28% in the year to May 2016 to 53% in the year to May 2025, highlighting the trend towards the development of multi-unit homes.

Residential building activity in New Zealand remains subdued with weak economic activity, the impact of higher interest rates and building costs impacting on activity levels. Market commentators note that a floor may have been reached in residential construction activity and that a gradual recovery can be expected from late 2025 helped by declining interest rates and improving market sentiment. Demand for performance glass generally lags consents by six to twelve months. Based on consent data in 2025 this suggests that demand for performance glass in New Zealand will remain subdued in FY26.

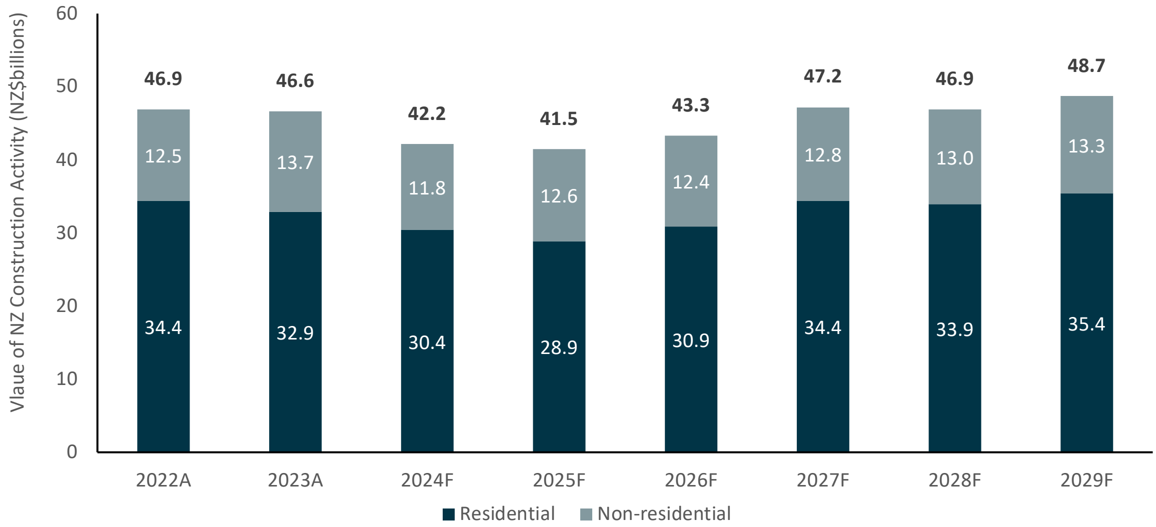
New Zealand Building and Construction Outlook

The National Construction Pipeline Report 2024 provides a six year forward view of national building and construction activity to 2029. Highlights from the report include:

- total construction activity forecast to decrease to $55.1 billion in 2025 down from $60.8 billion in 2023 and $55.6 billion in 2024;
- non-residential activity is forecast to fall in 2024 to $11.8 billion, following a peak in 2023 of $13.7 billion. Intentions data suggest there remains a significant pipeline and non-residential activity will return to $13.3 billion by the end of 2029; and
- nationally, new dwelling consents will fall to a low of 30,000 in 2025 and is then forecast to increase through to 2029.

The following chart shows the forecast value of residential and non-residential construction activity in New Zealand for the years ended December 2022 and 2023, together with the forecast for the years ending December 2024 to 2029:

HISTTORICAL AND FORECAST VALUE OF RESIDENTIAL AND NON-RESIDENTIAL BUILDING ACTIVITY IN NEW ZEALAND TO 2029 ($ BILLIONS)

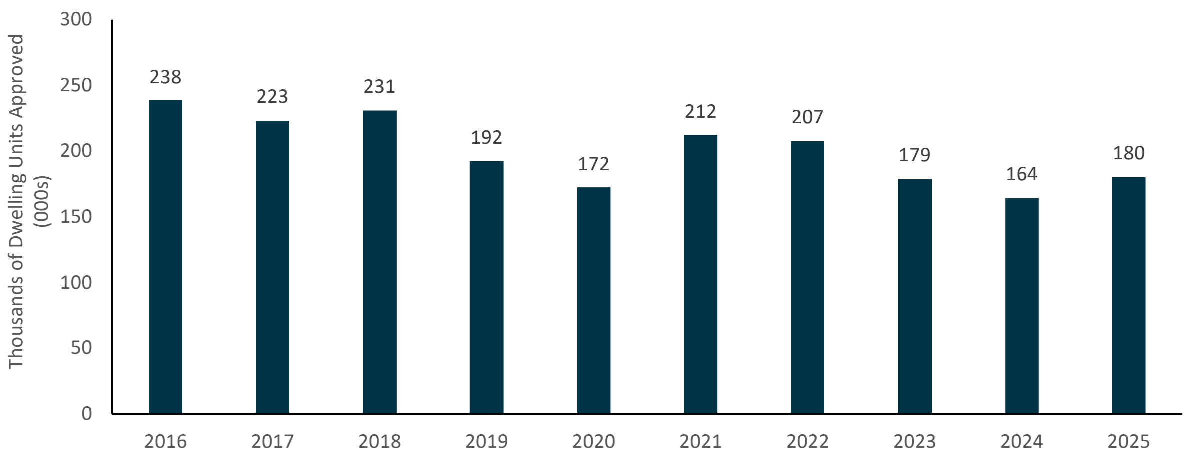


Source: MBIE National Construction Pipeline Report December 2024

Australia Residential Activity

The following chart shows the number of residential dwelling units approved in Australia for the years ended May 2016 to May 2025. Approvals for the year to May 2025 of approximately 180 units was 24% down from the peak in the year to May 2016 and 15% down from the recent peak in May 2021.

NUMBER OF DWELLING UNITS APPROVED IN AUSTRALIA (000S)

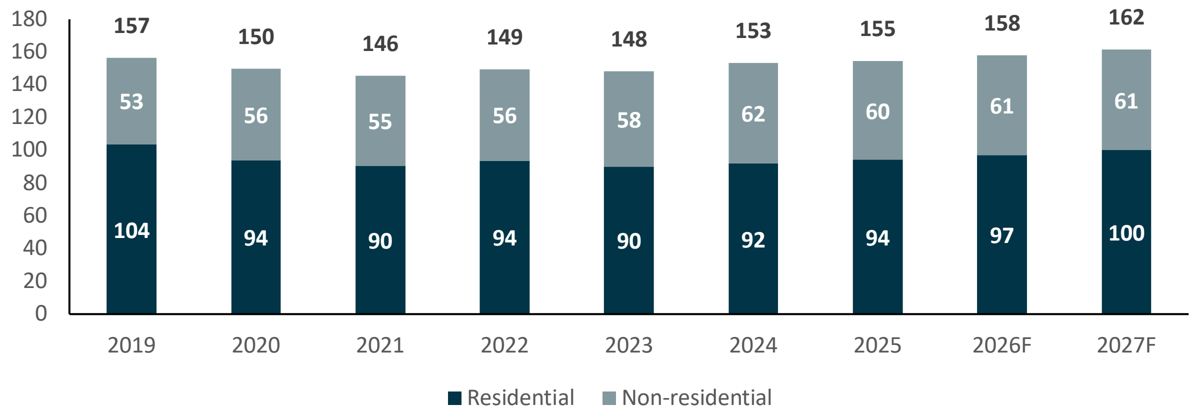


Source: Australian Bureau of Statistics

Australia Building and Construction Outlook

The following chart shows the forecast value of residential and non-residential construction activity in Australia for the years ended March 2019 to 2025, together with the forecast for the years ending March 2026 and 2027:

HISTORICAL AND FORECAST VALUE OF RESIDENTIAL AND NON-RESIDENTIAL BUILDING ACTIVITY IN AUSTRALIA TO 2027 ($ BILLIONS)



Source: Australian Bureau of Statistics. Building Activity (Residential and Non-residential) Value of work done. Australian Construction Industry Forum (ACIF) Construction Market Report used for forecasts.

ACIF noted that residential building has turned around with the recovery gathering momentum. Most of this has been in stand-alone houses which historically have responded quickly to cyclical changes. The forecasts for residential building indicate a slow recovery phase with 1% growth in 2025, increasing to 3% in 2026 and 2027.

Non-residential building activity is forecast to contract by 5% in 2025 reflecting poor leading indicators regarding business investment and building approvals. Interest rate reductions and improved business demand are expected to lift activity in 2026 and 2027.

3.3.2 Changing Insulation Standards

Changing insulation standards are supporting growth in DGUs.

The Australian Government issued changes to its National Construction Code (**NCC**) which, in certain areas, now require windows with certain thermal properties, requiring double glazing to meet them. MPG has observed the following impacts:

- ***New South Wales (NSW)*** - the change in the NCC was implemented in October 2023. Despite declining building activity, demand for double glazing increased approximately 9-12 months after the NCC changes came into effect. NSW penetration for double glazing in FY24 was 18%. Following the impact of the NCC penetration lifted to 28% and this is expected to increase to 44% in FY26, then further to approximately 60% over the following two years[5]; and
- ***Victoria*** - the change in the building code was implemented in May 2024. This could result in a ~50% increase in demand based on NSW experience, although further investment in manufacturing capacity by AGG would be required to fully capture this increased level of demand.

New Zealand changed its building code in 2007 and since then IGU has become the standard for residential construction in New Zealand.

[5] Source: MetroGlass Potential Investor Presentation dated May 2025.

4 Profile of MPG

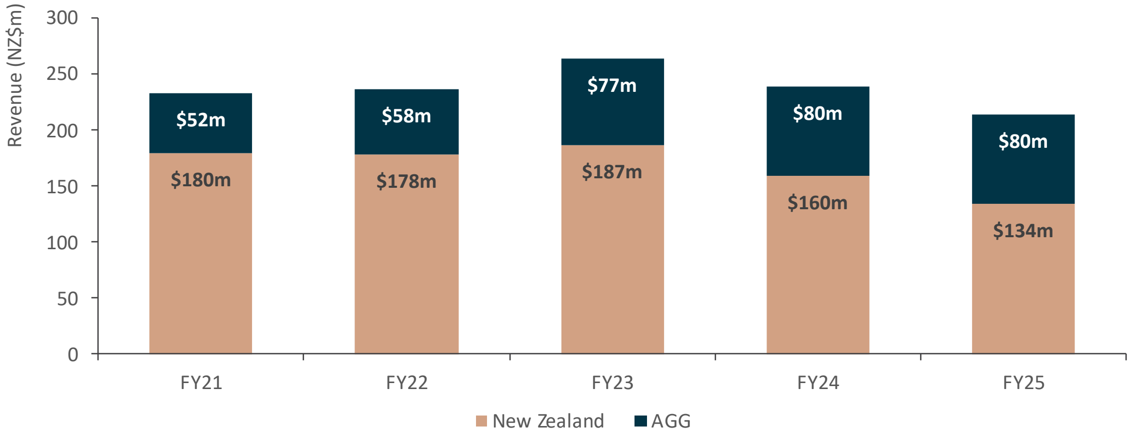
4.1 Overview

MPG manufactures high-performance glass, primarily selling to window manufacturers for use in new residential construction and renovations. MPG also provides related services including glazing to the New Zealand residential and commercial construction markets.

MPG has a network of five manufacturing facilities in New Zealand and Australia and twelve distribution or retail sites across New Zealand.

In the financial year ending 31 March 2025 (**FY25**), New Zealand and Australia accounted for approximately 63% and 37% of MPG's total revenue respectively. The proportion of total revenue generated from Australia has increased over the five years due to revenue growth and a decline in New Zealand's revenue. MPG's revenue by country from FY21 to FY25 is summarised below:

HISTORICAL REVENUE SEGMENTATION BY REGION (NZ$ MILLIONS)



Source: MPG Annual Reports

4.2 New Zealand Overview

In New Zealand MPG primarily services three customer segments:

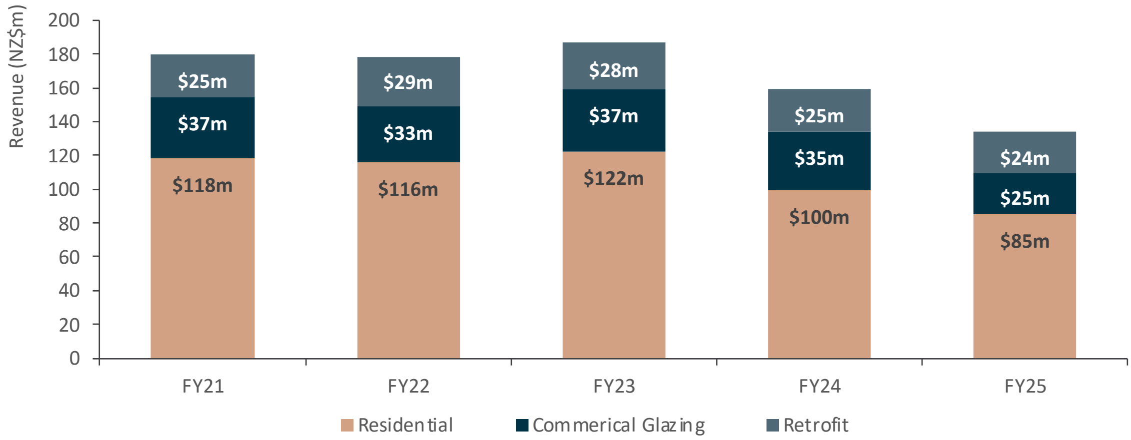
- **Residential -** providing product sales and installation services to glaziers that service the residential market in New Zealand;
- **Commercial Glazing -** providing product sales and installation services to glazing operations that service the commercial market in New Zealand; and
- **Retrofit –** providing product sales and installation services direct to the end user through MPG's branches throughout New Zealand and four large retrofit commercial operators.

MPG is focused on fabrication customers in New Zealand but also sells direct to residential and light commercial customers through its branch network. MPG also has a low level of customer concentration in New Zealand with the top 10 customers representing approximately 21% of revenue in FY25.

The allocation of sales between residential and commercial can be difficult as MPG does not always know the end-use application. In FY25, MPG estimates that sales to the residential sector represented approximately 82% of its revenue in New Zealand.

MPG's New Zealand revenue by segment from FY21 to FY25 is summarised below:

MPG NEW ZEALAND SEGMENT REVENUE GROWTH (NZ $MILLIONS)



Source: MPG Annual Reports

MPG is the largest glass processor in New Zealand with an approximate 30% market share. MPG's market position has been established through:

- a national distribution network which focuses on customer service and Delivery In Full On Time (**DIFOT**);
- a strong logistics capability with more than 215 service vehicles;
- over 120 glazing (installation) staff to assist with customer service (approximately 600 employees in total);
- automation and processing capability to allow MPG to efficiently deliver customised products within short lead times; and
- a comprehensive range of value-added glass products.

The historical financial performance of New Zealand for the years ended 31 March 2023 (**FY23**), 2024 (**FY24**) and 2025 (**FY25**) is summarised below:

MPG NEW ZEALAND- FINANCIAL PERFORMANCE ($ MILLIONS)

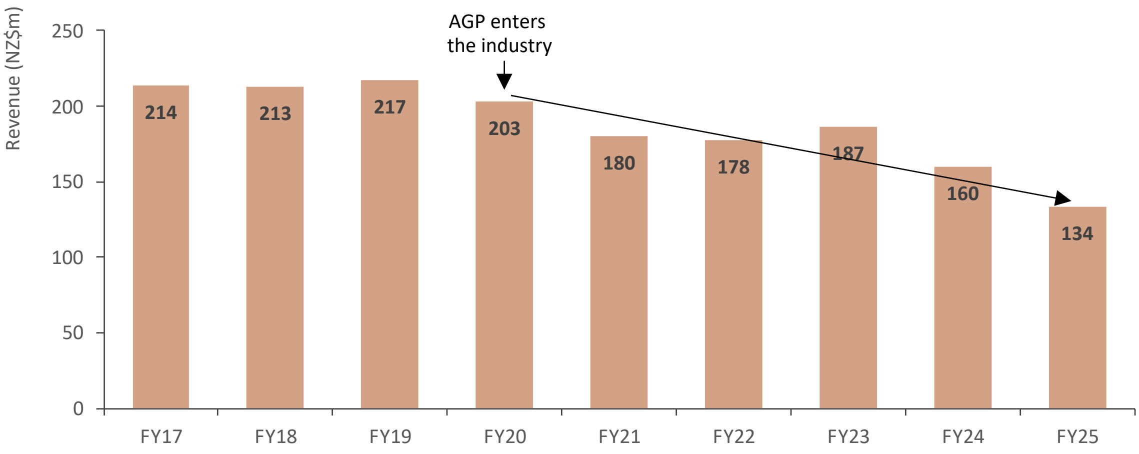
YEAR END 31 MARCH	2023	2024	2025
Revenue	186.7	159.6	133.9
Cost of sales	(108.0)	(89.7)	(75.9)
Gross profit	**78.8**	**69.8**	**58.0**
Operating expenses (exc Group costs)	(58.6)	(55.4)	(48.2)
Depreciation and amortisation	(13.7)	(13.2)	(12.7)
Normalised EBIT	**6.4**	**1.3**	**(2.9)**
Change in revenue %	*4.9%*	*(14.6%)*	*(16.1%)*
Gross profit margin %	*42.2%*	*43.8%*	*43.3%*
Normalised EBIT margin %	*3.4%*	*0.8%*	*(2.2%)*

Source: MPG Annual Reports and Grant Samuel analysis

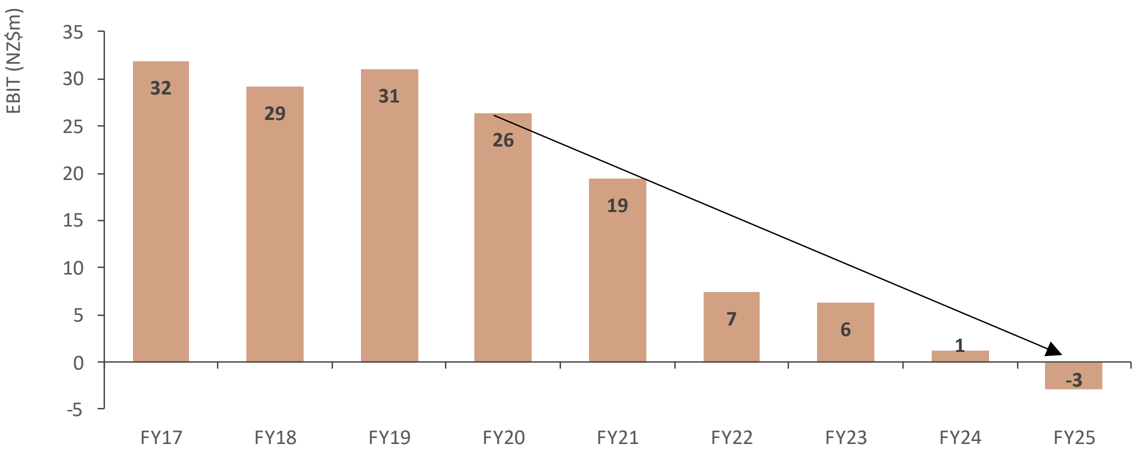
The following comments are relevant when reviewing the table above:

- In New Zealand MPG achieved revenue growth in FY23 as the market recovered from the COVID-19 pandemic which over the prior two-year period resulted in:
  - manufacturing operations being closed intermittently throughout New Zealand during the various lockdowns;
  - supply chain disruptions, including shipping delays;
  - staff shortages and tight border controls;
  - a rapid increase in inflation and rising input costs flowing on from the issues highlighted above.
- Due to the entry of AGP in FY20, the impact of COVID-19 and a challenging economic environment, MPG's New Zealand revenue and EBITDA has declined significantly since FY20:

NEW ZEALAND HISTORICAL REVENUE ($ MILLIONS)



NEW ZEALAND HISTORICAL EBIT ($ MILLIONS)[6]

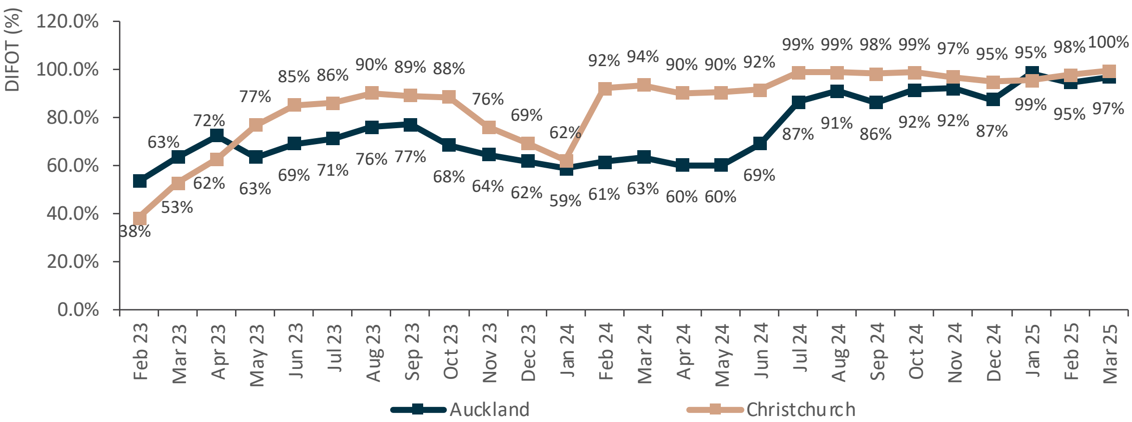


Source: MPG Annual Reports and Grant Samuel analysis

[6] MPG adopted IFRS16 for its financial reporting in FY18. The impact of IFRS16 on FY17 EBIT is minimal and would not have a material impact on this trend analysis.

- In 2024 MPG implemented a revised strategy to address the declining financial performance in New Zealand. This included a focus on:
    - organisational change, including reducing the number of board members;
    - cost out initiatives; and
    - business simplification and a focus on quality and service.
- In FY25 MPG's New Zealand revenue continued to decline due to a significant reduction in residential construction activity. MPG's $7.2 million reduction in operating costs was not sufficient to offset the decline in revenue which led to an EBIT loss of $2.9 million. Despite this loss, the strategic initiatives did result in the gross margin % remaining at a similar level to FY24, despite pricing pressure from competitors. DIFOT service levels, which are critical to customer satisfaction also increased significantly to average 97% (up from 75% in FY24).

NEW ZEALAND – DIFOT IN FY24 AND FY25



Source: MPG Management Reporting

- The North Island and South Island represented approximately 60% and 40% of MPG's New Zealand revenue respectively in FY25. MPG's revenue decline in FY25 can largely be attributed to the performance of the North Island operations, with a revenue decline of 27% (approximately $30 million). The South Island performed well in a subdued construction market with a revenue decline of only 3%.
- MPG expects the market in New Zealand market to stay flat through FY26. MPG believes its operations are now efficient and cost effective and are well positioned for growth when the market improves.

4.3 AGG Overview

AGG is a one of Australia's leading suppliers of IGUs with operations in Melbourne, Sydney and Hobart. AGG was acquired by MPG in 2016 and has operated as a wholly owned independent subsidiary of MPG since it was acquired in 2016. In early 2018, AGG invested approximately NZ$8.0 million in the establishment of the processing facility in Tasmania.

AGG services more than 400 customers in Australia - the majority of which are window fabricators. Australia's window fabrication industry is made up of a large number of small to medium sized competitors. Due to the fragmented nature of the industry in Australia AGG has a low level of customer concentration with the top 10 customers representing approximately 19% of FY25 revenue.

The historical financial performance of AGG from FY23 to FY25 is summarised below:

AGG- FINANCIAL PERFORMANCE ($ MILLIONS)

YEAR END 31 MARCH	2023	2024	2025
Revenue	76.8	79.7	80.1
Cost of sales	(50.5)	(50.9)	(54.8)
Gross profit	**26.3**	**28.8**	**25.3**
Operating expenses (exc Group costs)	(14.7)	(17.3)	(17.8)
Depreciation and amortisation	(5.2)	(4.7)	(4.9)
Normalised EBIT	**6.4**	**6.8**	**2.6**
Change in revenue %	*32.2%*	*3.8%*	*0.5%*
Gross profit margin %	*34.2%*	*36.1%*	*31.6%*
Normalised EBIT margin %	*8.3%*	*8.5%*	*3.2%*

Source: MPG Annual Reports and Grant Samuel analysis

The following comments are relevant when reviewing the table above:

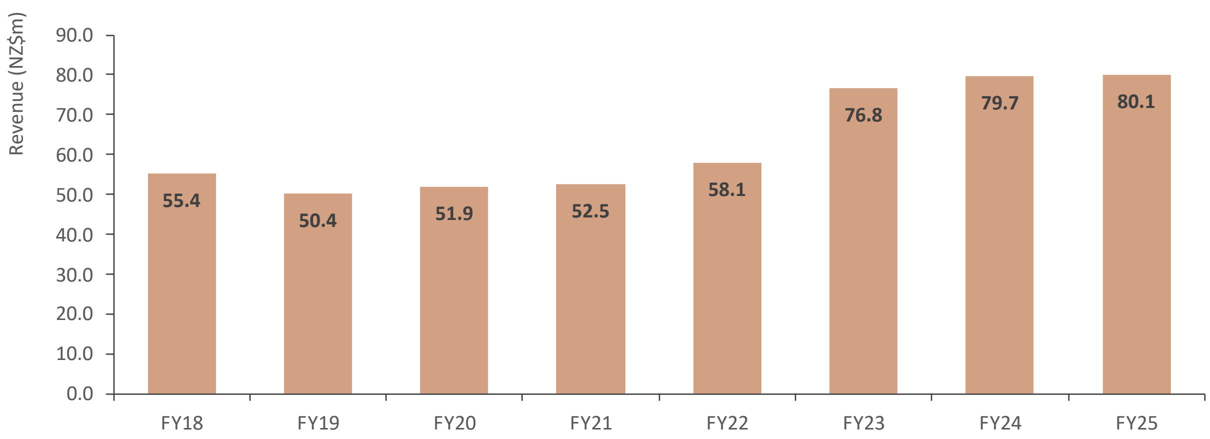
- AGG's manufacturing facilities are operating near full capacity (approximately 80 – 85%) based on the current configuration and warehouse space. AGG does not have a branch network and installation services.
- AGG primarily sells its products on a consignment basis and prices its products based on a fixed price list which is updated periodically to capture inflation related cost increases and increasing wage costs.
- In FY22 and FY23 revenue growth was primarily driven by the demand for IGUs. Due to regulatory changes in Australia, the demand for IGUs is expected to continue once the market recovers.
- In FY25 Australia experienced a significant decline in construction activity and this resulted in a reduction in gross margin and EBIT for AGG. AGG did not materially adjust its cost structure to match the change in market conditions which reduced EBIT but has left AGG well positioned to deliver on an expected increase in demand as the Australian market recovers.
- Victoria, New South Wales (**NSW**) and Tasmania represented approximately 62%, 24% and 10% of AGG's revenue respectively in FY25. The earlier adoption of insulation standards in NSW drove expected growth in this market. However, in Victoria and Tasmania a challenging economic environment resulted in a decline in demand, which offset any benefits from the insulation standards change.
- The decline in gross margin % in FY25 was primarily due to the closure of Oceania in Victoria (a local float glass manufacturer and supplier to AGG). As a result of its closure, AGG had to make alternative short-term arrangements to maintain stock for operations, including the acquisition of stock from competitors, which reduced AGG's margin. To replace the clear glass stock acquired from Oceania, AGG

is now sourcing directly from overseas and has adapted its warehousing to hold this inventory. The long-term impact may result in an increase in gross margin %.

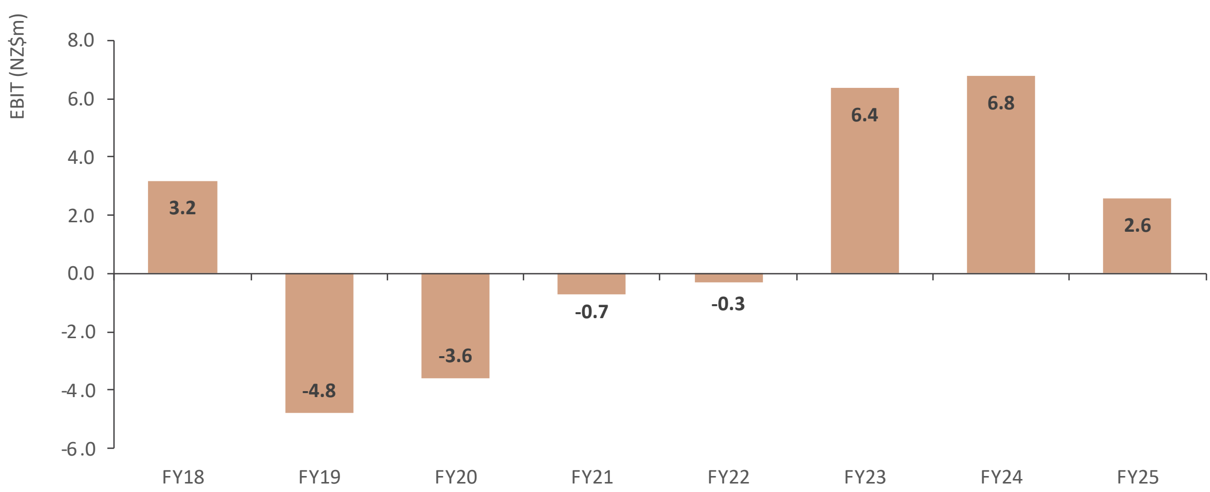
- Under MPG's ownership AGG's revenue remained relatively flat from FY18 through FY22. During these years MPG invested a significant amount of capital to strategically reset the business and drive revenue growth and profitability. The actions to improve AGG business have included:
  - focusing on the manufacturing of IGUs which has included capital investment in new production lines;
  - changing the revenue mix and customer base;
  - effectively closing Sydney's toughened glass production;
  - adapting the supply chain to source glass domestically; and
  - development of new products including fire-rated glass.

  These actions led to AGG being able to negate, to some degree, the impacts of COVID-19 in FY22 and achieve revenue growth since FY23.

AGG HISTORICAL REVENUE ($ MILLIONS)



AGG HISTORICAL EBIT ($ MILLIONS)[7]



Source: MPG Annual Reports and Grant Samuel analysis

[7] MPG adopted IFRS16 for its financial reporting in FY18. The impact of IFRS16 on FY17 EBIT is minimal and would not have a material impact on this trend analysis.

- Over the last two years AGG's DIFOT % has consistently been above 95%. These high standards were also maintained during the disruption caused by the closure of Oceania.

4.4 MPG Financial Performance

The historical financial performance of MPG from FY23 to FY25 is summarised below:

MPG – HISTORICAL FINANCIAL PERFORMANCE ($ MILLIONS)

YEAR END 31 MARCH	2023	2024	2025
Revenue	263.5	239.3	213.9
Cost of sales	(158.5)	(140.6)	(130.6)
Gross profit	**105.1**	**98.6**	**83.3**
Distribution and glazing-related expenses	(47.3)	(45.7)	(41.5)
Selling and marketing expenses	(12.8)	(12.6)	(11.7)
Administration expenses	(33.9)	(33.8)	(30.9)
Total Operating costs	**(94.0)**	**(92.1)**	**(84.1)**
Share of 5R and other income and gains	0.7	0.6	0.2
Normalised EBIT	**11.8**	**7.2**	**(0.6)**
Normalisations (see table below)	(12.0)	(25.4)	(4.7)
EBIT	**(0.2)**	**(18.3)**	**(5.4)**
Interest expense	(5.7)	(6.2)	(6.1)
IFRS 16 and other finance expense	(5.2)	(5.0)	(5.3)
Finance income	0.5	0.1	0.1
Loss before income taxation	**(10.6)**	**(29.4)**	**(16.7)**
Income tax benefit/(expense)	-	1.9	3.2
Loss for the year	**(10.5)**	**(27.5)**	**(13.5)**
Change in revenue %	*11.6%*	*(9.2%)*	*(10.6%)*
Gross profit margin %	*39.9%*	*41.2%*	*38.9%*
EBIT margin %	*4.5%*	*3.0%*	*(0.3%)*
Average interest expense[8]	*8.6%*	*9.8%*	*9.6%*

Source: MPG Annual Reports and Grant Samuel analysis

The following comments are relevant when reviewing the table above:

- MPG's declining Normalised EBIT over the last three years is primarily due to the financial performance of its New Zealand business. The decline of the performance in New Zealand over the last three years has been partially offset by improvements in AGG's performance.
- MPG has a high fixed cost base. Consequently, the decline in revenue in recent years has significantly impacted its profitability.
- In FY18 MPG adopted NZ IFRS 16 where operating lease assets and liabilities are recognised on the balance sheet (both the leased asset and the liability associated with the future lease payment obligations). EBITDA (Pre NZ IFRS 16) is key metric used by MPG and its Banking Syndicate and is used to measure financial covenants (see section 4.6 below). The following table summarises bridges between reported EBIT and EBITDA (Pre NZ IFRS 16):

[8] Interest expense / opening and closing debt borrowings

MPG – EBITDA (PRE NZ IFRS 16) ($ MILLIONS)

YEAR END 31 MARCH	2023	2024	2025
Normalised EBIT	**11.8**	**7.2**	**(0.6)**
Depreciation and amortisation	19.0	17.9	17.5
Lease payments	(12.1)	(12.8)	(12.9)
EBITDA (Pre IFRS 16)	**18.6**	**12.3**	**4.0**

- MPG's financial performance has been normalised to remove the impact of extraordinary, one-off income or expenses to enable comparison of underlying operational performance over time. The material normalisations are summarised below:

MPG - NORMALISATIONS ($ MILLIONS)

YEAR END 31 MARCH	2023	2024	2025
Impairment of New Zealand intangible assets	(10.0)	(20.9)	-
Restructure of the New Zealand operations	(1.9)	(3.0)	(2.6)
Divestment of 5R	-	-	(1.1)
Australian divestment related costs	(0.2)	(1.6)	(0.5)
Capital raise and takeover related expenses	-	-	(0.6)
Total normalisations	**(12.0)**	**(25.4)**	**(4.7)**

- Due to the recent performance of MPG's New Zealand operations and its long-term forecasts, MPG impaired its New Zealand intangible assets in FY23 and FY24.
- MPG incurred significant one-off expenses over the past three financial years associated with its organisational restructure and cost-out programme, including the closure of the Wellington manufacturing facility in February 2024, redundancy payments, loss on disposal of inventory and assets and costs incurred re-commissioning assets to other locations.
- During FY25, MPG divested its 50% shareholding in glass recovery business 5R Solutions Limited (**5R**) for $2.5 million, resulting in a loss on disposal of $1.1 million.
- On 23 February 2023 MPG announced plans to explore the divestment of AGG. The expenses primarily relate to professional services associated with this process.
- In FY25 MPG has incurred expenses associated with its capital raising process and takeover related expenses (see section 4.8 and 4.9 for a summary of these events).

4.5 MPG Forecast Financial Performance

The forecast financial performance of MPG for the years ending 31 March 2026 (**FY26**) and 31 March 2027 (**FY27**), including a comparison to FY25 actuals, is summarised below:

MPG - FORECAST FINANCIAL PERFORMANCE ($ MILLIONS)

YEAR END 31 MARCH	2025A	2026F	2027F
Revenue	213.9	226.0	243.5
Cost of sales	(130.6)	(136.6)	(145.2)
Gross profit	**83.3**	**89.4**	**98.3**
Distribution and glazing-related expenses	(41.5)	(39.5)	(41.7)
Selling and marketing expenses	(11.7)	(12.7)	(13.1)
Administration expenses	(30.9)	(26.6)	(27.2)
Operating costs	**(84.1)**	**(78.7)**	**(81.9)**
Other income and gains	0.2	-	-
Normalised EBIT	**(0.6)**	**10.7**	**16.3**
Depreciation and amortisation	17.5	18.2	18.6
Lease payments	(12.9)	(13.5)	(13.5)
EBITDA (Pre IFRS 16)	**4.0**	**15.4**	**21.4**
Revenue growth %	*(10.6%)*	*5.7%*	*7.7%*
Gross profit %	*38.9%*	*39.6%*	*40.4%*
Normalised EBIT %	*(0.3%)*	*4.8%*	*6.7%*

Source: MPG Management Forecast, FY25 Actual Results.

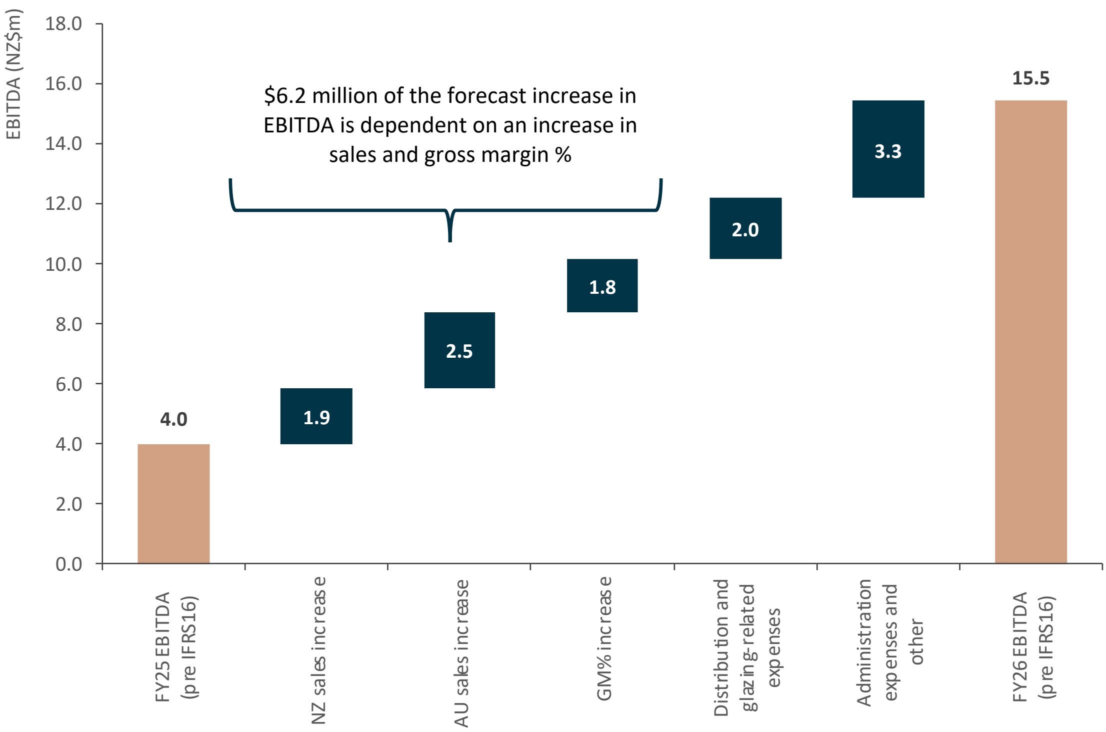
The key assumptions supporting the FY26 forecast are summarised below:

- The FY26 forecast incorporates actual results for the three months ending 30 June 2025 and the forecast for the remaining nine months as prepared by MPG management and approved by MPG's Board of Directors.
- MPG management has assumed no significant changes in building market activity, pricing or market share in New Zealand in FY26 reflecting the current subdued trading conditions in New Zealand, with revenue growth of approximately 3% driven largely by product mix and some new customers. In FY27 New Zealand revenue growth of 5% is forecast based on 2% market growth and prices increasing in line with inflation. The FY27 forecast reflects an expected increase in construction activity as the industry moves out of its cyclical low.
- MPG management has assumed sales in Australia increase primarily as a result of increased penetration of DGUs in Victoria based on the previous experience in NSW (where the building code changes were implemented 10 months earlier (see section 3.3.2)). A price increase announced in July is also incorporated into the forecasts over FY26 and for a full year in FY27. Revenue in Australia is expected to increase by 10% in FY26 and 11% in FY27.
- MPG has assumed there is no change to the building code regulations with regards to thermal efficiency of windows implemented in New Zealand in 2022, New South Wales in 2023 and Victoria in 2024.
- The increase in gross margin percentage and decrease in operating costs in New Zealand and Australia reflect the annualised impact of the cost reduction initiatives undertaken in FY25 and further cost reductions planned for FY26. The cost reductions include a further reduction in employment expenses, subletting of space and improvement in procurement.
- Foreign exchange rates are assumed at a spot rate of AUD$0.901, which is what was assumed when MPG set the budget in February 2025 and is close to the current spot rate as at 15 July 2025.

- MPG acquires float glass mainly in US dollars. MPG hedges 75% of its expected purchases for six months and therefore movements in USD foreign exchange rates in the short term do not materially impact revenue and gross margin.

The following graph provides a bridge between the EBITDA (pre IFRS 16) in FY25A and FY26F:

MPG - EBITDA BRIDGE BETWEEN FY25A AND FY26F ($ MILLIONS)



4.6 MPG Financial Position

The following note was included in MPG's audited Financial Statements for the year ended 31 March 2025:

> *The Directors are focused on debt reduction and growing and improving both the Australian and New Zealand businesses. The Directors have approved a budget for the year ending 31 March 2026 which includes actions to improve the profitability of MPG.*
>
> *The Directors remain engaged with potential investor groups and have been working closely with equity capital market advisors. The Directors intend to undertake an equity raise and to renegotiate the MPG's debt facilities as part of the equity raise. The Directors intend to have this completed prior to 31 July 2025.*
>
> *The Banking Syndicate has continued to work with MPG to renew the loan facilities, subject to debt reduction through an equity raise. MPG and the Banking Syndicate have a history of working together constructively and the Directors expect that to continue.*
>
> *Based on these factors, the Directors concluded the MPG's financial statements should be prepared on a going concern basis, though there are uncertainties about the successful execution of a sufficient equity raise, and the ability to reach an agreement with the Banking Syndicate for renewed loan facilities on mutually acceptable terms including setting and meeting financial covenants.*
>
> ***The Directors consider that these uncertainties regarding future financing and funding, which are future events that are not fully within their control, represent a material uncertainty that may cast significant doubt on MPG's ability to continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business."***

A similar statement was also included in the Independent Auditor's Report in MPG's FY24 annual report.

The financial position of MPG as at 31 March 2022, 2023 and 2025 is summarised below:

MPG - FINANCIAL POSITION ($ MILLIONS)

AS AT 31 MARCH	2023	2024	2025
Trade receivables	38.1	33.3	28.4
Inventory	31.8	25.6	25.5
Deferred income	(2.1)	(1.7)	(1.2)
Trade and other payables	(27.2)	(25.5)	(20.1)
Provisions	(4.5)	(4.7)	(3.3)
Other assets (liabilities)	3.9	4.3	3.5
Net working capital	**40.0**	**31.4**	**32.6**
Property, plant and equipment	50.7	46.1	39.9
Intangible assets	44.3	23.8	23.9
Investment in 5R	2.5	2.0	-
Other	(12.4)	(13.8)	(16.3)
Tax assets and liabilities	10.4	12.4	15.9
Net operating assets	**135.5**	**102.0**	**96.1**
Cash and cash equivalents	7.3	6.6	6.5
Borrowings	(67.4)	(59.7)	(67.0)
Net debt	**(60.1)**	**(53.0)**	**(60.5)**
Net assets	**75.5**	**49.0**	**35.6**
Shares on issue (m)	185.4	185.4	185.4
NTA per share (cents)[9]	16.8	13.6	6.3
Debt ratios:			
Leverage ratio[10]	*3.2*	*4.3*	*10.8*
Interest cover ratio[11]	*3.3*	*2.0*	*0.9*

Source: MPG Annual Reports and Grant Samuel analysis

The following comments are relevant when reviewing the table above:

- MPG recognises deferred income when a deposit is received before the product or service is transferred to the customer. Deposits are required from Retrofit and Retail customers in advance. Deposits are typically held for approximately three to four months.
- MPG fixed assets primarily comprise plant and equipment and motor vehicles.
- Intangible assets primarily relate to goodwill that was generated when MPG was listed on the NZX and ASX in July 2014 and the acquisition of AGG in August 2016.
- Prior to 31 March 2025 MPG owned shares in 5R. In FY23 MPG exercised an option to increase its shareholding to 50%, which resulted in it being treated as an investment in associate for accounting purposes. MPG divested its shareholding in 5R in FY25.
- In FY25 MPG's net debt increased to $60.5 million from $53.0 million in FY24. A significant portion of this increase related to advance payments for inventory in Australia due to the closure of Oceania. This additional investment required is expected to largely reverse over the first half of FY26 as AGG moves to a full import model.

9 Net tangible assets (NTA) / number of shares on issue.

10 Adjusted net debt/ Normalised EBITDA (before IFRS 16)

11 Normalised EBITDA (before IFRS 16) / Interest expense

- The Banking Syndicate has made a series of amendments to existing loan agreements over the last five years to provide MPG with the ability to operate without breaching financial covenants. This has included temporary covenant amendments to ease financial covenants and facility extensions. MPG has agreed an extension to its current facilities to 30 September 2025 in order to complete the Proposed Recapitalisation.
- MPG's loan agreements restrict MPG from making a distribution to shareholders unless the leverage ratio before and after the distribution is below 2.0 times. Due to MPG's financial performance over the last four years, the leverage ratio has been well above 2.0 times.

4.7 MPG Cash Flow

The cash flow of MPG from FY23 to FY25 is summarised below:

MPG – CASHFLOW ($ MILLIONS)

AS AT 31 MARCH	2023	2024	2025
Normalised EBIT	**11.8**	**7.2**	**(0.6)**
Depreciation and amortisation	19.0	17.9	17.5
Normalised EBITDA (post IFRS16)	**30.7**	**25.1**	**16.9**
Cash lease payments	(11.7)	(12.3)	(12.5)
Normalisations (excluding non-cash items)	(2.0)	(4.6)	(2.9)
Movement in working capital	(13.0)	8.6	(1.2)
Net interest paid on financing	(5.4)	(5.8)	(6.0)
Income taxes paid	(0.1)	-	(0.2)
Other operating cash flows	(0.2)	0.2	0.4
Operating cash flow (with lease payments)	**(1.7)**	**11.4**	**(5.5)**
Capital investment	(6.3)	(3.9)	(1.9)
Net cash flow before financing	**(8.0)**	**7.5**	**(7.4)**
Net movement in borrowings and financing	2.2	(8.5)	7.1
Net cash flow	**(5.8)**	**(1.0)**	**(0.3)**

Source: MPG Annual Reports and Grant Samuel analysis

The following comments are relevant when reviewing the table above:

- Operating cash flow declined in FY22 and FY23 primarily due to increased investment in inventory to compensate for the ongoing disruption to the supply chain and increased debtors due to growth from AGG. This working capital was released in FY24 as supply chain reliability improved.
- As at 31 March 2025 MPG had $6.8m of tax losses available (net) and due to MPG's net losses over the last three years there has been minimal tax to pay.
- Capital investment was relatively high in FY23 due to a $3.5 million investment in a new furnace in Auckland and $1.0 million in a new sealing robot in Christchurch.
- In FY24 MPG's capital investment included a range of significant upgrades in New Zealand and Australia including the transportation of equipment from the Bay of Plenty facility to NSW and Victoria.
- Despite financial pressures MPG has continued to maintain its assets to high standards (both through regular repairs and maintenance (**R&M**) and capital expenditure). There is no backlog of deferred capital expenditure and there is no known major capital expenditure required over the next two to three years. With the closure of Bay of Plenty and Wellington facilities MPG has been able to use assets from these sites to upgrade other facilities.

4.8 MPG Capital Structure and Ownership

As at 30 June 2025 there were approximately 2,400 registered shareholders in MPG. The substantial shareholders accounted for approximately 36.5% of the ordinary shares on issue:

MPG - MAJOR SHAREHOLDERS AS AT 30 JUNE 2025

	NUMBER OF SHARES (M)	PERCENTAGE (%)
Masfen Securities Limited (**Masfen**)	25.4	13.7%
BCC SSA I, LLC and other Bain funds (**Bain**)	22.0	11.9%
Takutai Limited (**Takutai**)	20.3	10.9%
Subtotal – Substantial shareholders	**67.7**	**36.5%**
Other shareholders	117.7	63.5%
Total	**185.4**	**100.0%**

Source: NZX Company Research

The following comments are relevant when reviewing the table above:

- Masfen became a substantial shareholder in February 2020 and Takutai became a substantial shareholder in February 2022. On 17 July 2023, Takutai and Masfen advised that they have entered into a co-operation agreement with the intention to enter into a Scheme of Arrangement to acquire 100% of MPG. Takutai and Masfen submitted a non-binding indicative offer (**NBIO**) seeking to acquire all of the MPG shares at a proposed price of $0.18 per share in cash via a scheme of arrangement. After carefully considering the NBIO (including receiving external advice), the Board of Directors of MPG concluded that the NBIO significantly undervalued MPG at the time and accordingly that it was not in the best interests of the company and its shareholders to progress the NBIO.
- Bain was a shareholder prior to the IPO in 2014 and became a substantial shareholder in 2018 when it invested approximately $8.6 million, increasing its shareholding to 11.0%. This investment was made after MPG shares declined to a then low of 37 cents after MPG suspended dividends and downgraded its annual earnings outlook. At the time MPG's shares had already been impacted by the news of the potential launch of AGP.

4.9 MPG Share Price Performance

4.9.1 Liquidity

The following table shows the volume of MPG shares traded and the price range over the past 12 months to 30 June 2025 (the last day of trading prior to the announcement of the Proposed Recapitalisation):

MPG - SHARE PRICE HISTORY

TIME PERIOD	LOW ($)	HIGH ($)	VWAP ($)	VOLUME (000)
30 days	0.05	0.06	0.05	1,313
60 days	0.04	0.06	0.05	2,694
90 days	0.04	0.07	0.05	4,473
12 months	0.04	0.10	0.06	15,258

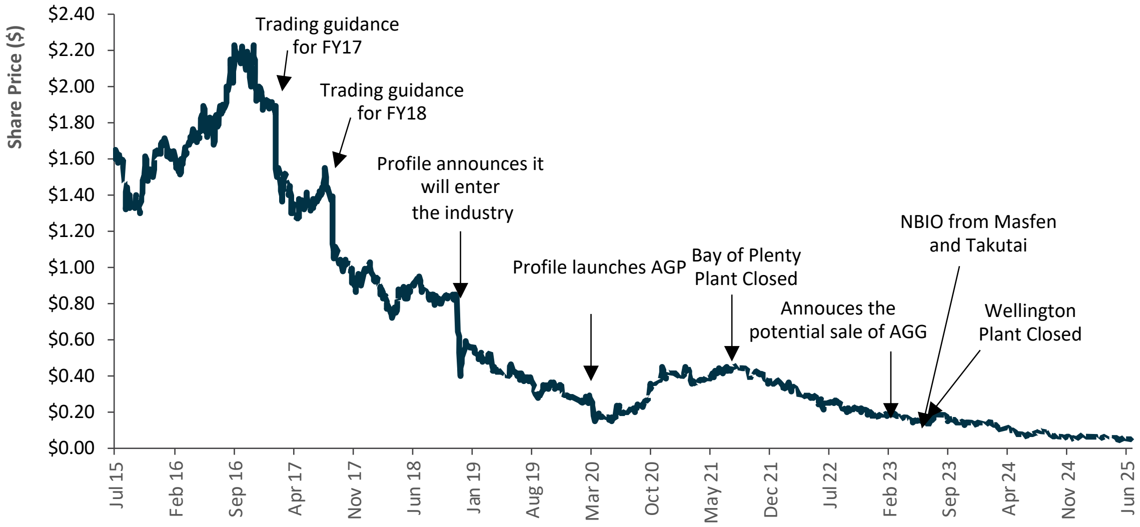
Source: NZX Company Research

The value of MPG's shares traded over the last 12 months is less than $1.0 million (or approximately 8% of the shares on issue).

4.9.2 Share Price Performance

The share price history of MPG shares over the last 10 years is depicted below:

MPG - SHARE PRICE OVER THE LAST 10 YEARS

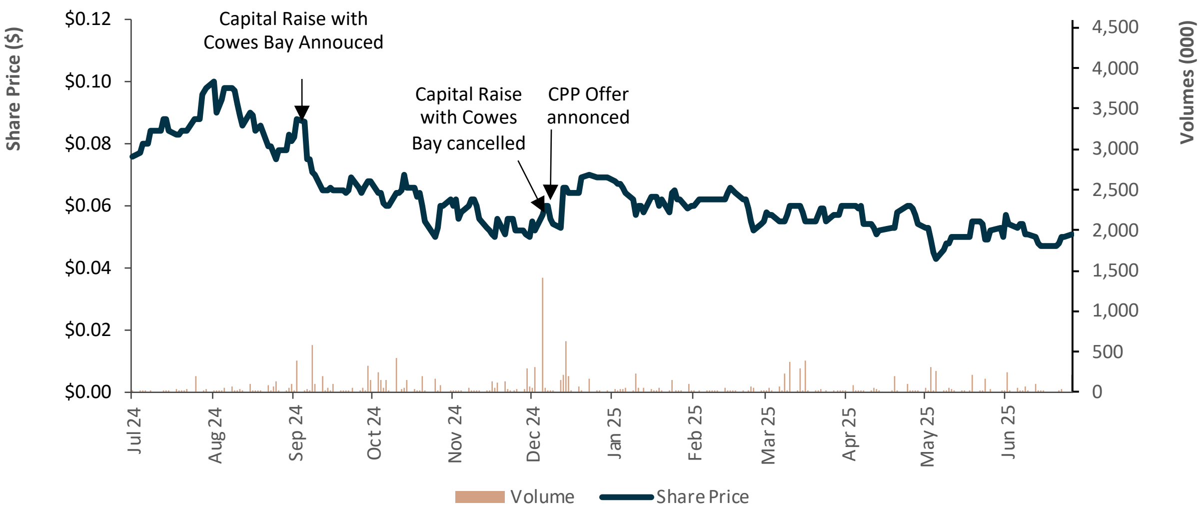


Source: Capital IQ

Over the last ten years MPG's share price has declined from its peak of $2.23 in 2016 to a low of approximately $0.04. A large proportion of this decline can be attributed to AGG's financial performance from FY19 to FY22 and the financial performance in New Zealand which has been in decline since the launch of AGP and more recently challenging market conditions.

Over the last 12 months MPG's share price has traded between $0.04 and $0.10. The share price and volume history of MPG shares over the year[12] is depicted below:

MPG - SHARE PRICE AND VOLUME OVER THE LAST 12 MONTHS



Source: Capital IQ

[12] Up to 30 June the day before the announcement of the Proposed Recapitalisation

In September 2024 MPG announced that it had reached a conditional agreement for extended and revised funding facilities and significant equity investment from Cowes Bay (a large Australian-based family office), and a pro rata rights issue. MPG planned to raise $10 to $15 million from this capital raise. In December 2024 MPG announced that it and the Banking Syndicate had been unable to reach agreement on key final terms of documentation with Cowes Bay.

There was a spike in the volume of shares traded in December 2024, largely due to the receipt of the acquisition proposal from CCP VI Bidco (NZ) Limited (**CCP**), a company managed by Crescent the owner of competitor Viridian NZ.

CCP proposed an offer to acquire all of the MPG shares for $0.08 per share (the **CPP Offer**). Successful completion of the CPP Offer was to be conditional on the following:

- due diligence and approval of the Board of CPP and Crescent's Investment Committee;
- Commerce Commission approval;
- Overseas Investment Office (**OIO**) approval, if required;
- reaching agreement with MPG's banks related to a roll-over of the company's facilities; and
- acceptance of at least 90% under a takeover offer or at least 75% shareholder approval under a scheme of arrangement.

MPG's directors responded to the approach with the following:

- notwithstanding that due diligence would be undertaken on a strictly controlled basis, such due diligence completed by a competitor is inherently higher risk;
- MPG had previously determined that a combination of Metro and Viridian was unlikely to be approved by the Commerce Commission; and
- the timelines associated with a Commerce Commission approval process can be long and the outcomes uncertain. During this time, MPG's business and financing arrangements would have continue as they currently are. This may or may not be acceptable to the Banking Syndicate and also has potentially serious implications for MPG's operating plans.

On 28 February 2025 MPG announced that Directors did not believe it is in the best interests of the MPG or shareholders to further consider or engage with CCP on its proposal.

5 Merits of the Proposed Recapitalisation

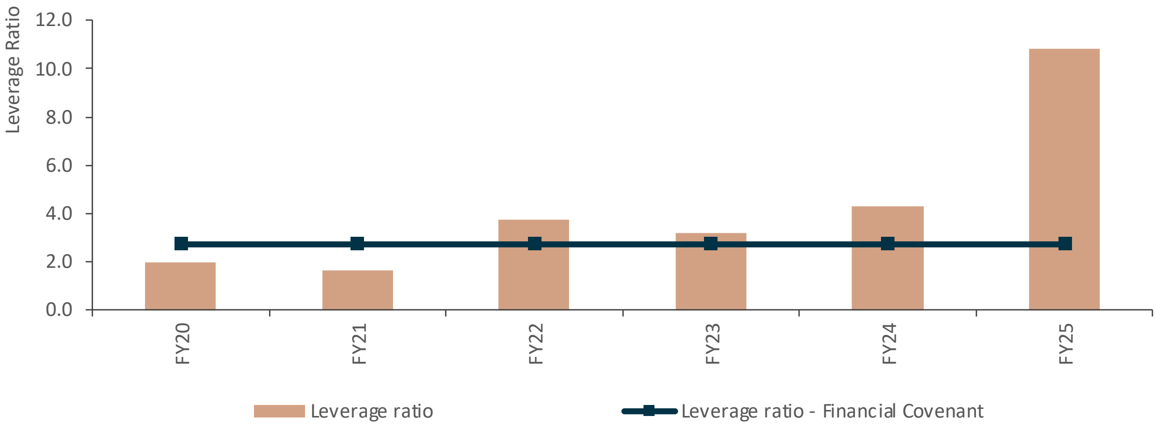
5.1 Rationale for the Proposed Recapitalisation

MPG is undercapitalised as a result of its debt funded expansion into Australia and the material operating losses that it incurred as a result of the deterioration in AGG's financial performance after its acquisition and the revenue decline for MPG in New Zealand following the entry by AGP into the market. The Proposed Recapitalisation seeks to address MPG's capital structure and stabilise the business. If implemented the Proposed Recapitalisation will substantially reduce debt and improve MPG's ability to conduct its business effectively.

5.1.1 The Proposed Recapitalisation will improve the financial position of MPG

MPG's sustained underperformance over several years has led to a decline in its earnings and reduced its capacity to meet its financial obligations. Consequently, MPG's leverage ratio has progressively escalated to levels that have breached the financial covenant thresholds embedded in its banking facility. A summary of MPG's historical leverage ratio since FY20 is shown below:

MPG - HISTORICAL LEVERAGE RATIOS VS FINANCIAL COVENANT[13]



Since FY22 MPG's Banking Syndicate has made a series of amendments to the loan agreements over the last five years, including temporary covenant amendments. Despite these accommodations MPG remains under sustained pressure to reduce bank debt.

In December 2024 the Banking Syndicate agreed to extend MPG's bank facilities for six months on the proviso that MPG implemented an alternative plan to raise capital and reduce bank borrowings. As a consequence, the Board of MPG has focussed on raising capital to reduce debt and has engaged with several potential investors and acquirers – a process that has led to the Proposed Recapitalisation. The Bank Refinancing that forms part of the Proposed Recapitalisation includes favourable terms such as flexible covenants for the first 18 months and is conditional on a minimum $15 million of new capital being raised.

The binding commitments from Amari and the Wholesale Investors mean that if MPG proceeds with the Proposed Recapitalisation, then as a minimum MPG will raise $16.1 million of capital regardless of whether MPG shareholders participate in the Rights Offer. If MPG raises more capital, it will repay more bank debt, and its leverage ratios will improve further.

---

[13] This is the long-term financial covenant. Under the Refinancing Agreement there is a step down to give MPG some additional headroom and time to improve its EBITDA (pre IFRS 16).

Under the terms of the Bank Refinancing the Total Commitment limit will reduce on a dollar-for-dollar basis with the amount of capital raised up to a threshold of $18.0 million and thereafter at a rate of 50 cents for every dollar raised. If $16.1 million of capital is raised the Total Commitment will reduce from $48.0 million to $46.9 million. If $23.9 million of capital is raised the Total Commitment limit will reduce to $42.0 million and MPG will have additional headroom to operate within its financial covenants.

The following table provides a high-level, pro forma view of the impact of the Proposed Recapitalisation on MPG's financial position had it taken place on 31 March 2025:

MPG – PRO FORMA CAPITAL STRUCTURE POST THE PROPOSED RECAPITALSATION

AS AT 31 MARCH 2025	AUDITED FINANCIAL POSITION	CAPITAL RAISED[14]		DEBT FORGIVENESS	PRO FORMA FINANCIAL POSITION	
		MINIMUM	MAXIMUM		MINIMUM	MAXIMUM
Net operating assets	**96.1**	**-**		**-**	**96.1**	**96.1**
Cash and cash equivalents	6.5	-		-	6.5	6.5
Borrowings	(67.0)	14.8	22.6	10.0	(42.2)	(34.4)
Net debt	**(60.5)**	**14.8**	**22.6**	**10.0**	**(35.7)**	**(27.9)**
Net assets	**35.6**	**14.8**	**22.6**	**10.0**	**60.4**	**68.2**
Intangible assets	(23.9)				(23.9)	(23.9)
Net tangible assets	**11.7**				**36.7**	**44.3**
Shares on issue (m)	185.4				722.5	983.6
NTA cents per share	6.3				5.1	4.5
Leverage ratio (FY25 EBITDA)[15]	10.8				6.4	5.0
Leverage ratio (FY26 EBITDA)	3.9				2.3	1.8
Interest rate (%)	9.6%				9.6%	9.6%
Interest expense[16]	5.8				3.4	2.7
Interest Cover (FY25 EBITDA)	1.0				1.6	2.1
Interest Cover (FY26 EBITDA)	2.7				4.5	5.8

The Proposed Recapitalisation will:

- reduce the leverage ratio from 3.9 times to between 1.8 and 2.3 times FY26 Normalised EBITDA (pre IFRS 16). The terms of the Bank Refinancing allow time for MPG's financial performance to improve with the leverage ratio reducing to 2.75 times by 30 June 2026.[17] A leverage ratio of 2.3 times is below the financial covenant proposed for the Bank Refinancing of 2.75 times. However, MPG will remain short of its internal target ratio of 1.5 times even if it raises the maximum amount of capital of $23.9 million. Based on MPG's current forecasts it will take MPG approximately two to three years to achieve its internal target ratio if the minimum amount of capital is raised. MPG's Directors are unlikely to resume dividends until MPG is comfortably trading within its target leverage ratio.
- reduce MPG's interest expense by $2.4 to $3.1 million p.a. Allowing for the reduction in interest expense interest cover will increase from 1.6 to 2.1 times FY25 EBITDA and from 4.5 to 5.8 times FY26 EBITDA.

14 The amount of capital raised is net of $1.3 million of transaction costs.

15 As reported by MPG at $5.6 million.

16 This is only an estimate of the interest expense to enable comparison for the purposes of the pro forma analysis. The actual interest expensive for the year was $6.1 million

17 Bank covenant ratios are tested quarterly based on MPG's financial performance for the trailing twelve months. The FY26 ratios shown in the above table are for the twelve months ending 31 March 2026. MPG's leverage ratio for the quarters ending prior to 31 March 2026 are expected to be higher because MPG's financial performance is improving and it will take time for projected higher monthly earnings to replace lower historical earnings in the trailing twelve month period.

The terms of the Bank Refinancing allow time for MPG's results to improve with the interest cover ratio increasing to 3.0 times by 30 June 2026.

- decrease the NTA per share from 6.3 cents to 4.5 to 5.0 cents. This is due to the dilutionary impact of the capital raising at the Issue Price. MPG's NTA at 31 March 2025 included a deferred tax asset of $15.7 million, which is the equivalent to 8.5 cents a share.

A key benefit of the Proposed Recapitalisation is the Debt Forgiveness. In New Zealand, Debt Forgiveness is deemed to be assessable income for tax purposes. However, MPG has sufficient tax losses to offset this additional assessable income.

5.1.2 The Proposed Recapitalisation should improve MPG's ability to conduct its business efficiently

The Proposed Recapitalisation will improve MPG's ability to conduct its business efficiently:

- The uncertainty as to MPG's ability to continue as a going concern will abate, making MPG more stable for customers and employees.
- The management and Board of MPG will be able to spend more time and effort on the trading business. The Proposed Recapitalisation (including prolonged negotiations with investors and the Banking Syndicate), the potential sale of AGG and the potential takeover offers have consumed a considerable amount of MPG Board and senior management resources.
- Debt levels will be significantly reduced resulting in a material decline in borrowing costs and cashflows should improve.
- Addressing MPG's capital structure and over-gearing will provide MPG with the flexibility to invest in strategic initiatives to drive growth and performance improvements.

5.1.3 The Prospects for MPG if the Proposed Recapitalisation does not proceed

Material uncertainty exists in relation to the Company's ability to continue as a going concern in the absence of raising capital. The Banking Syndicate has extended the existing debt facilities until 30 September 2025 to give MPG time to complete the Proposed Recapitalisation.

If the Proposed Recapitalisation is not approved by MPG shareholders, the Banking Syndicate may elect to extend the existing facilities beyond 30 September 2025. However, there is no assurance that this will occur and, if it does it is highly likely to be conditional on MPG undertaking another capital raising process. MPG shareholders need to be aware that continuing to pursue capital raising solutions will come at a cost, not only in terms of the meaningful distraction for senior management, but also as time passes the confidence in MPG as an investment proposition will continue to be compromised, which creates uncertainty with existing customers, suppliers and employees. There is no guarantee that MPG would be able to raise equity on better terms than the Proposed Recapitalisation. At some point, there is the possibility of a receiver being appointed if no other capital raising solutions can be secured. Under a potential receivership scenario there would be limited prospect of any capital being returned to shareholders.

Before embarking on the current capital raising process, MPG explored selling AGG. MPG received a credible offer that it rejected because at the time:

- the remaining debt, if AGG was sold, could not be serviced by the New Zealand business; and
- there would be a loss of management resource which was viewed as integral to assisting in the restructuring of New Zealand's operations.

The Proposed Recapitalisation gives MPG more time to turn around its performance in New Zealand and Australia before exploring the option to sell AGG again.

5.2 Ownership and Control

5.2.1 Possible outcomes of the Proposed Recapitalisation

The following table summarises the possible outcomes of the Proposed Recapitalisation at different percentages of participation levels based on the Rights Offer take up.

CHANGE OF OWNERSHIP AND CONTROL (MILLIONS)

% OF NEW SHARES OFFERED UNDER THE RIGHTS OFFER THAT ARE SUBSCRIBED FOR BY EXISTING MPG SHAREHOLDERS	0%	43.1%	100%
Existing shares on issue before the Proposed Recapitalisation	**185.4**	**185.4**	**185.4**
New shares issued to Rights Offer Participants	-	128.0	296.6
New Shortfall Shares issued to Wholesale investors	168.6	168.6	-
New Shortfall Shares issued to Amari	128.0	-	-
Total New shares issued under the Rights Offer	**296.6**	**296.6**	**296.6**
New shares issued to Amari under the Top Up Placement	240.5	501.7	501.7
Total shares issued	**537.1**	**798.3**	**798.3**
Total shares on issue after the Proposed Recapitalisation	**722.5**	**983.7**	**983.7**
CAPITAL RAISED			
Capital raised from Rights Offer Participants	-	3.8	8.9
Capital raised from Wholesale investors	5.1	5.1	-
Capital raised from Amari	3.8	-	-
Capital raised under the Rights Offer	**$8.9**	**$8.9**	**$8.9**
Capital raised from Amari	7.2	15.0	15.0
Capital raised from shares issued at 3 cents per share ($m)	**$16.1**	**$23.9**	**$23.9**
Other shareholders' shareholding after the Proposed Recapitalisation %	*25.7%*	*31.8%*	*49.0%*
Wholesale Investors shareholding after the Proposed Recapitalisation %	*23.3%*	*17.2%*	-
Amari shareholding after the Proposed Recapitalisation %	*51.0%*	*51.0%*	*51.0%*

Source: MPG and Grant Samuel analysis

The table above also shows that:

- The total number of new MPG shares that MPG shareholders can subscribe for under the Rights Offer is fixed at 296.6 million shares. Wholesale Investors and Amari can acquire Shortfall Shares[18] up to 168.6 million and 128.0 million respectively but this does not change the number of new MPG shares that are to be issued under the Rights Offer.
- If MPG shareholders acquire no new MPG shares under the Rights Offer, Amari will be issued with a minimum of 128.0 million shares by acquiring the Shortfall Shares and 240.5 million shares under the Top Up Placement, such that its total shareholding post the Proposed Recapitalisation will be 368.5 million shares or 51% of all the MPG shares on issue.
- If existing MPG shareholders subscribe for less than 43% of the new MPG shares offered to them under the Rights Offer, Amari will acquire the Shortfall Shares that are left over after the maximum number of shares have been allocated to Wholesale Investors. This will lower the amount of capital raised.
- If existing MPG shareholders subscribe for more than 43% of the shares offered under the Rights Offer, there will no Shortfall Shares available for Amari to acquire and Amari will invest $15.0 million via the Top Up Placement.

18 Shortfall Shares are defined as any shares offered but not subscribed for by eligible, existing MPG shareholders under the Rights Offer.

- The Top Up Placement is a mechanism for Amari to be issued with additional new shares in MPG to take its shareholding in MPG at the completion of the Proposed Recapitalisation to 51%. If Amari acquires no Shortfall Shares, it will be issued 501.7 million new MPG shares under the Top Up Placement, which equates to 51% of all MPG shares on issue post the Proposed Recapitalisation.
- The composition of shareholders that will own the remaining 49% of MPG's shares on issue at the completion of the Proposed Recapitalisation is dependent on the level of participation in the Rights Offer.

5.2.2 Amari will acquire a 51% controlling interest in MPG

Under all outcomes of the Proposed Recapitalisation Amari will be issued with new MPG shares such that it holds 51% of the MPG shares on issue post the Proposed Recapitalisation. Owning 51% of MPG's shares on issue enables Amari to:

- have effective control over the day-to-day operations of MPG;
- appoint new directors to the Board of MPG. On completion of the Proposed Recapitalisation, MPG's Directors have agreed to appoint a person nominated by Amari to the MPG board and at any time after the completion of the Proposed Recapitalisation, if requested by Amari[19], appoint a second Director nominated by Amari (subject to MPG's approval of the individual, not to be unreasonably withheld). Amari's nominated directors are subject to re-election requirements. Assuming Amari continues to hold a 51% shareholding the re-election of the nominated Amari Directors will be guaranteed (subject to NZX Listing Rules, statutory and fiduciary duties). Under the NZX Listing Rules, a director of an NZX listed company must not hold office without re-election past the third annual meeting (**AGM**). MPG has four Directors, three of which were appointed in late 2023. If Amari continues to hold a 51% shareholding at the end of 2026 it will be able to control the composition of MPG's Board; and
- control the Board and the outcome of any ordinary resolution put to shareholders. Ordinary resolutions often relate to governance matters such as dividend policy, the issue of Shares, election of directors and the consideration of material transactions. Amari will also be able to block any special resolution (requiring a 75% vote), although it will not be able to pass special resolutions without the support of MPG's other shareholders.

The interests of Amari and minority shareholders should generally be aligned. MPG directors are also required to act in the best interests of all stakeholders and there are various provisions of the Companies Act, NZX Listing Rules and Takeovers Code that afford minority shareholders further protection (e.g. provisions requiring that related party transactions to be approved by a Special Resolution of shareholders eligible to vote on the proposed transaction[20]). However, it should be recognised that Amari will have, at least in a management and strategic sense, close to full control of the MPG.

Masfen and Takutai are two substantial MPG shareholders which collectively held 24.6% of the MPG shares on issue on 30 June 2025. Under most scenarios this combined shareholding would be sufficient to block transactions that require approval by a Special Resolution of shareholders. However, the level of their influence will change when Amari becomes the controlling shareholder of MPG post the Proposed Recapitalisation because all existing shareholders will be diluted.

As outlined in section 4.8 Masfen and Takutai have acted together in the past to try to obtain control of MPG. If Masfen and Takutai end up acquiring the maximum number of new MPG shares available to them under the Rights Offer, their collective shareholding will reduce from 24.6% to 19.5%. To do so, Masfen and Takutai

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19 This is conditional on Amari holding an equity interest in MPG of not less than 40%.

20 Special Resolutions require approval by the shareholders that hold 75% or more of the eligible voting rights held by all the shareholders attending either in person or by proxy and voting on the resolution at the Special meeting.

would need to acquire 49.3% of all the new MPG shares offered to all existing MPG shareholders under the Rights Offer.

It is more likely that Masfen and Takutai will end up with less than 19.5% of all MPG shares on issue post the Proposed Recapitalisation unless they can acquire more Rights from other MPG shareholders or get their full allocation under the Oversubscription Facility.

5.2.3 Existing MPG Shareholders will be diluted

Existing shareholders can subscribe for additional new MPG shares under the Oversubscription Facility in additional to the 1.6 new shares for every one share held entitlement. The Rights are also renounceable, which means the holder can sell the Rights to another investor.[21] Consequently, there are many permutations for percentage ownership that existing shareholders may end up with as a result of the Proposed Recapitalisation.

For an existing MPG shareholder to subscribe for the maximum number of new MPG shares available under the Rights Offer:

- they would have to subscribe for all the new MPG shares that they are entitled to under the Oversubscription Facility when they exercised their Rights to acquire new MPG shares; and
- other MPG shareholders would have to elect not to participate in the Rights Offer, such that there are a sufficient number of shares available on a pro rata basis under the Oversubscription Facility.

5.2.4 Wholesale Investors ownership to be determined by existing MPG shareholders

The level of ownership in MPG by the Wholesale Investors at the completion of the Proposed Recapitalisation is a function of the level of participation by existing MPG shareholders in the Rights Offer. If existing MGP shareholder participation results in:

- subscriptions for more than 43% of all the new MPG shares offered under the Rights Offer, then the Wholesale Investors will collectively own 17.2% or less of all the MPG shares on issue post the Proposed Recapitalisation.
- subscriptions for less than 43% of all the new MPG shares offered under the Rights Offer, then the Wholesale Investors will acquire the maximum number of new MPG shares available to them under the Wholesale Investor Underwrite. In this circumstance, their collective ownership will fall within the range of 17.2% to 23.3% of all the MPG shares on issue post the Proposed Recapitalisation.

The maximum shareholding Wholesale investors can acquire is 23.3% of all the MPG shares on issue post the Proposed Recapitalisation. This extreme scenario will only occur if no existing MPG shareholder participates in the Rights Offer.

[21] The Rights can be traded via the NZX platform (see section 5.5)

5.3 Evaluation of the Issue Price

5.3.1 Dilutionary impact on MPG's share price

The extent of the dilutionary impact on MPG's share price depends on the number of new MPG shares that are issued under the Proposed Recapitalisation. The table below calculates a theoretical share price for MPG on 30 June 2025 assuming that the Proposed Recapitalisation had taken place on this date at different levels of participation in the Rights Offer:

DILUTIONARY IMPACT ON MPG'S SHARE PRICE ON 30 JUNE 2025

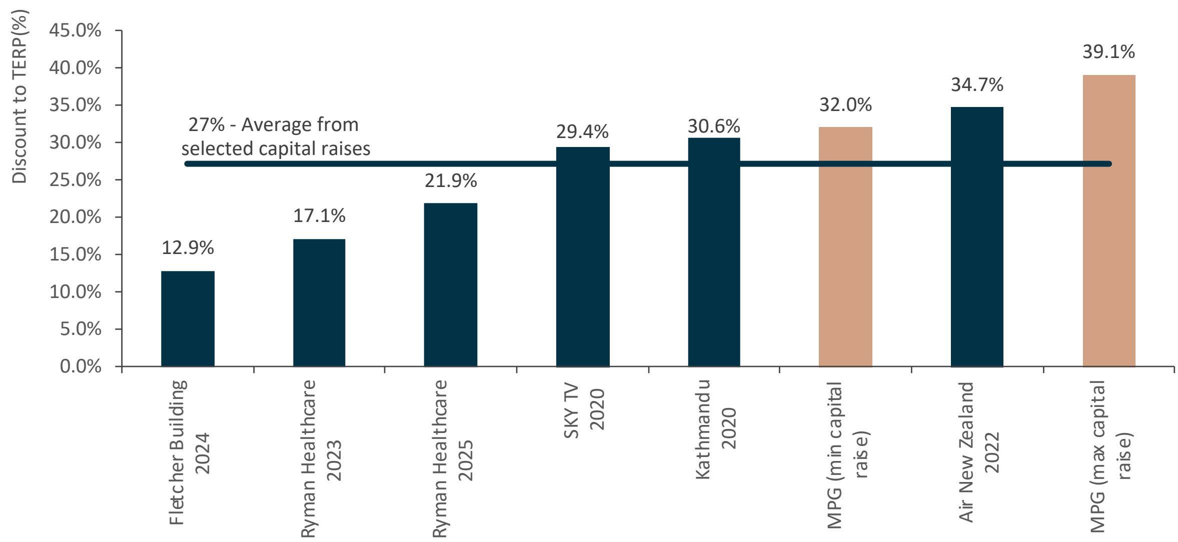
	CAPITAL RAISED	
$MILLIONS EXCEPT WHERE STATED	**MINIMUM**	**MAXIMUM**
Closing price on 30 June 2025 (cents)	5.4	5.1
Total shares on issue before the Proposed Recapitalisation) (m)	185.4	185.4
Actual Market Capitalisation on 30 June 2025	**9.5**	**9.5**
Capital to be raised as part of the Proposed Recapitalisation	16.1	23.9
Debt Forgiveness	10.0	10.0
Theoretical Market Capitalisation on 30 June 2025 post the Proposed Recapitalisation	**35.6**	**43.4**
Total shares on issue after the Proposed Recapitalisation) (m)	722.5	983.6
Theoretical Closing Share Price on 30 June 2025 (cents)	**4.9**	**4.4**
Implied dilutionary impact on MPG's share price at 30 June 2025	*(3.5%)*	*(13.5%)*

The implied dilutionary impact of the terms of the Proposed Recapitalisation on MPG's share price on 30 June 2025 falls within the range of 3.5% to 13.5%. The Debt Forgiveness equates to 1 to 1.5 cents value uplift per MPG share on a fully diluted basis (i.e. post the issuance of new MPG shares under the Proposed Recapitalisation), which largely offsets the dilutionary impact of issuing new MPG shares at the Issue Price.

5.3.2 Discount to closing share price

The Issue Price under the Proposed Recapitalisation represents a discount of 41% to MPG's closing price on 30 June 2025 of 5.1 cents per share and a discount in the range of 32% to 39% compared to MPG's theoretical closing share price of 4.4 to 4.9 cents on the same day after allowing for the dilutionary impact of the Proposed Recapitalisation. The chart below compares the discount implied by Issue Price with other capital raisings undertaken over the last five years by NZSX listed companies that were under financial pressure. A number of these capital raises were in response to the impact of COVID-19:

COMPARISON OF DISCOUNTS FROM RECENT CAPITAL RAISES[22]



Source: NZX Company Announcements and Investor Presentations

5.3.3 No premium for control implied in the Issue Price

The Issue Price is below MPG's current share price and does not include any premium for control. While it is commonplace for companies to raise capital by way of a renounceable rights issue at a discount to the current share price, the issuance is not usually accompanied by a placement that results in a single shareholder obtaining 51% ownership post the transaction. Transactions involving a partial takeover of a company and delivering control to an acquirer usually take place at a premium to the target company's closing share price prior to the offer being made.

If MPG shareholders approve the Proposed Recapitalisation they will be approving a change of control in the Company to Amari, and Amari is not paying a control premium for that controlling shareholding. MPG shareholders may be accepting of that outcome if:

- not approving the Proposed Recapitalisation had the potential to result in a more unfavourable outcome that would materially impact shareholder value. This includes eliminating the risks associated with intervention by the Banking Syndicate or MPG having to pursue an alternative plan to reduce debt as there is no guarantee that will lead to an alternative transaction on superior terms to the Proposed Recapitalisation. In Grant Samuel's opinion MPG shareholders are unlikely to receive any value for their MPG shares if the Company is placed into receivership.; and/ or
- the potential benefits of the Proposed Recapitalisation are considered to outweigh the cost of issuing shares at a discount to MPG's current share price, including the potential future appreciation in MPG's share price as the uncertainty over its ability to continue as a going concern abates.

While the level of participation in the Rights Offer by other MPG shareholders will influence what percentage ownership all existing MPG shareholders end up with post the Proposed Recapitalisation, a likely outcome is that a small group of MPG shareholders including Amari, Masfen and Takutai would collectively hold sufficient MPG shares to pass a Special Resolution (a 75% vote threshold of shares voted).

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[22] Theoretical Ex-Rights Price (**TERP**), which is the estimated price of a stock after a capital raise. The TERP calculation helps investors understand the potential value of the stock following the rights issue.

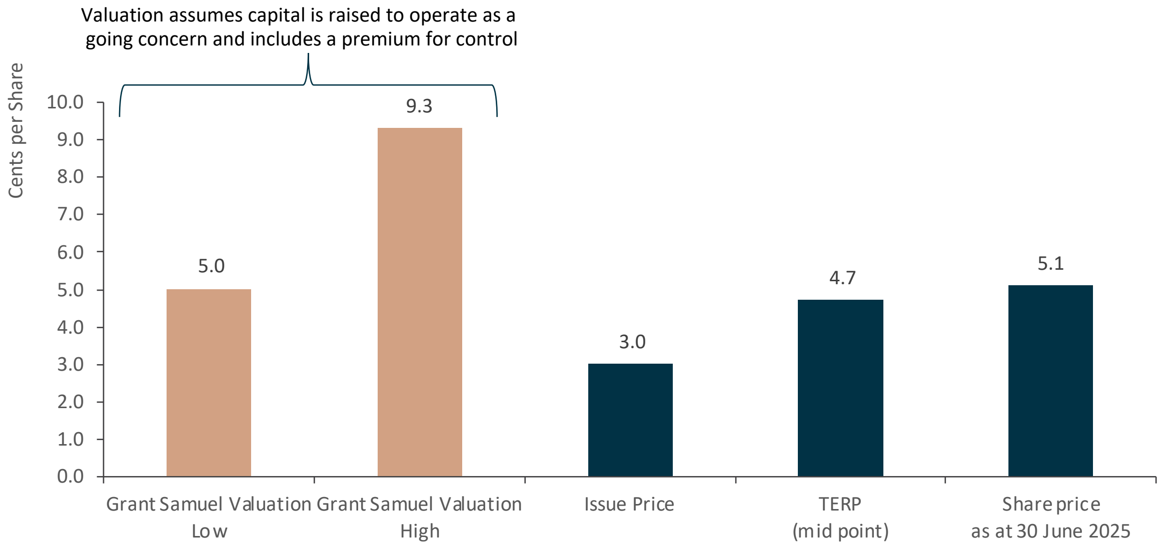
5.3.4 Assessment of the Issue Price

In Grant Samuel's opinion the full underlying value of MPG shares is in the range of 5.0 to 9.3 cents per share as set out in Section 7. Shares in a listed company normally trade at a discount to the underlying value of the whole company. The discount is typically in the range 20-35%. The extent of the discount (if any) depends on the specific circumstances of each company.

The following graph provides a comparison of Grant Samuel's valuation range with the:

- Issue Price;
- the closing share price as at 30 June 2025; and
- the theoretical ex-rights closing share price (**TERP**) on 30 June 2025 (based on the mid-point).

COMPARISON OF GRANT SAMUEL'S VALUATION RANGE WITH THE ISSUE PIRCE, LAST CLOSE PRICE AND TERP



The Issue Price represents a discount to Grant Samuel's valuation. Grant Samuel's valuation is based on the full underlying value of MPG and includes a premium for control.

5.4 Assessment of participating in the Rights Offer

MPG Directors believe, the outlook for a recapitalised MPG is attractive and investible. This reflects:

- The improvement of key operational metrics that have been achieved in FY25, including:
  - DIFOT and throughput are at record levels;
  - Market share in New Zealand has stabilised;
  - Gross margin percentage has increased in New Zealand despite lower volume; and
  - overheads have reduced significantly.
- The forecast for FY26 which assumes a significant improvement in earnings, even at subdued construction activity levels.
- The strategic work that has increased production efficiency.
- Insulation standards which support growth, particularly in Australia.

If the Proposed Recapitalisation is approved MPG shareholders will be issued renounceable rights under the Rights Offer. The number of Rights issued to each MPG shareholder will be determined based on the number of ordinary MPG shares that they hold on 28 August 2025 (the **Record Date**). Once they are issued with the Rights MPG shareholders will have the following options:

- They can try to sell the Rights via the NZX over the five business days from 1 September 2025 to Friday, 5 September 2025. Whether a shareholder will be able to sell Rights and at what price is uncertain but the terms of the Proposed Recapitalisation and, in particular the fact that the Rights Offer is underwritten and there is certainty the Debt Forgiveness by the Banking Syndicate as part of the Bank Refinancing are likely to positively impact the value of the Rights.

  MPG shareholders will then receive the cash from the sale of the Rights and the investor acquiring the Rights will take their place and subscribe for new MPG shares at the Issue Price before the Rights Offer closes at 5:00pm on Friday, 12 September 2025.
- They can subscribe for 1.6 shares new shares per Right held every at the Issue Price; or
- They can do nothing, and the Rights will lapse when the Rights Offer closes on 12 September 2025. If a shareholder does nothing with the Rights they are issued, they will not receive any value for the Rights and their percentage ownership in MPG will be materially diluted.

Existing MPG shareholders on the Record Date who exercise all the Rights they are issued under the Rights Offer can apply when exercising their Rights for additional new MPG shares under the Oversubscription Facility. The Oversubscription Facility allows these existing MPG shareholders to subscribe for the new MPG shares that would otherwise have been issued under the Rights Offer but the Right holder elected to do nothing, and the Right lapsed.

The maximum number of new MPG shares that an existing MPG shareholder can subscribe for under the Oversubscription Facility is capped at the greater of:

- new Shares equal to the greater of 100% of their Rights entitlement;
- $25,000 of new MPG shares at three cents per share.

Subscriptions for more MPG shares under the Oversubscription Facility will have to comply with regulatory requirements, including the Takeovers Code and will be scaled down so that no more than $8.9 million of new MPG shares are issued under the Rights Offer.

The Rights Offer is essentially underwritten by the Wholesale Investors and Amari such that MPG will raise at a minimum $16.1 million at the Issue Price if the Company proceeds with the Proposed Recapitalisation. A summary of the shares issued and the capital that is likely to be raised based on the participation in the Rights Offer is outlined in section 5.2.1.

5.5 Liquidity

The Proposed Recapitalisation will result in Amari controlling 51% of MPG's shares on issue. A controlling shareholding reduces the free float of shares that are available for trading,[23] which in turn normally lowers liquidity. The number of shares in the free float after the Proposed Recapitalisation will be a function of the number of new shares issued. MPG's current market capitalisation is less than $10 million. Share trading over the last two years has reflected very low levels of liquidity due to its poor financial performance and uncertainty over its ability to continue as a going concern. The Proposed Recapitalisation will reduce MPG's indebtedness, which in combination with any improvement in MPG's financial performance, may result in higher levels of trading in MPG shares despite the lower free float.

Generally, a higher level of participation in the Rights Offer will increase the number of new MPG shares on issue and amount of capital raised, which in turn may improve liquidity.

5.6 The likelihood of alternative offers or transactions

MPG initiated a sale process for AGG in February 2023 in order to reduce debt. The sale process for AGG was extensive and led to detailed discussions with a preferred party who made a revised offer for the business in May 2024. At that point, MPG's board decided to retain AGG and progress a capital raise to reduce debt.

CPP announced its intention to make a takeover (by way of a takeover offer or scheme of arrangement) in December 2024. In February 2025 MPG's Directors responded that the Directors did not believe it was in the best interests of the Company or its shareholders to further consider or engage with CCP on its conditional, non-binding proposal. MPG directors have not had any meaningful engagement with CPP since then. CCP made a clearance application seeking approval to acquire MPG from the Commerce Commission on 5 June 2025. On 25 July the Commerce Commission announced that"

"it had identified potential adverse competitive effects arising from a loss of competition between Viridian and MPG in glass processing, supply and installation markets, where they were close competitors".

The Commerce Commission released its Statement of Issues on 7 August and is due to make a final decision on 20 October 2025.

There is no certainty CCP will be granted clearance to acquire MPG and even if it was granted clearance, there is no certainty CCP will present a formal, executable offer. MPG Board's assessment continues to be that it is unlikely that the Commerce Commission would approve a combination of MPG and Viridian.

MPG employed financial advisers and spent a considerable amount of resource exploring a range of capital raising initiatives to address its debt levels. MPG and its external advisers have thoroughly examined and explored the range of options available which has included:

- capital raising from existing shareholders;
- capital raising from external shareholders;
- alternative debt funding;
- introduction of a strategic shareholder;
- takeover offers; and
- initiatives to reduce operating costs.

The Proposed Recapitalisation is the outcome of negotiations with a range of potential investors and the Banking Syndicate. At the date of this report there were no viable alternatives that will provide MPG with

[23] Free float refers to the number of shares that are readily available for trading by the general public on the stock market. It excludes shares held by insiders, controlling shareholders, governments, or other strategic long-term investors who are unlikely to sell their shares in the near future.

the minimum capital required under the Bank Refinancing. Accordingly, MPG's Directors believe the Proposed Recapitalisation is the best option for reducing indebtedness in the near term that is currently available to the Company and its shareholders.

MPG's shareholders may elect to vote against the Proposed Recapitalisation in the expectation that they might realise superior value through a full takeover offer in the future. However, if the Proposed Recapitalisation is not approved, it is likely that (given the short time frames) the Banking Syndicate would need to extend the existing banking facilities beyond 30 September 2025. Further accommodations from the Banking Syndicate are not guaranteed. It is also important to consider that MPG has not received any other unsolicited proposals since the announcement of the Proposed Recapitalisation on 1 July 2025 and, with the exception of indicative proposals from CPP and from Masfen and Takutai, has not received any full takeover proposal from any other party since it initiated the sale process for AGG to reduce debt.

If the Proposed Recapitalisation is approved Amari will control 51% of the shares on issue and MPG could then be less appealing as a takeover target. Any party wishing to make a partial offer for over 20% of MPG would require the approval of MPG's shareholders by way of an ordinary resolution which would require Amari's support. Any subsequent takeover offer for 100% of MPG would require Amari to sell its shareholding in MPG to the new offeror for the full takeover offer to be successful.

5.7 Possible outcomes of the Ordinary Resolutions

The ordinary resolutions need the support of more than 50% of the votes cast by MPG shareholders for the Proposed Recapitalisation to proceed. Realistically, some shareholders may not decide to cast their votes at a meeting or by proxy. Therefore, the threshold is likely to be less than 50% of all voting securities on issue. For example, if 80% of voting securities on issue are cast, the threshold will be 50% of the 80% of voting securities on issue that are cast (representing 40% of the total voting securities on issue). The minimum capital requirements for the Proposed Recapitalisation to be successful are underwritten by the Wholesale Investors.

With the exception of the ordinary resolution(s), the Proposed Recapitalisation's only other condition is MPG and Westpac entering into the Refinancing Terms Sheet. These terms have effectively been agreed, and given the rationale underpinning the Proposed Recapitalisation, it is highly likely that this condition will be met.

The approval of the Proposed Recapitalisation is therefore primarily conditional on MPG shareholders' endorsement of the ordinary resolution(s), and the outcome is binary:

- **The voting thresholds to approve the ordinary resolutions are achieved.**

  If the voting thresholds to approve the ordinary resolutions are achieved, all other conditions are satisfied or (if capable of waiver) waived, the Rights Offer process will commence and the Proposed Recapitalisation will be implemented. The merits associated with the approval of the ordinary resolutions are summarised in section 5. If the Proposed Recapitalisation is implemented MPG's shares will remain listed on the NZSX.

- **The voting thresholds to approve the ordinary resolutions are not achieved.**

  If the voting thresholds to approve the ordinary resolutions are not achieved, the Rights Offer process will not commence and the status quo will remain. In those circumstances MPG will remain under pressure from the Banking Syndicate.

6 Appraisal of the potential issuance of shares to MPG directors

Two MPG directors - Simon Bennett and Pramod Khatri - are participating as Wholesale Investors in the Proposed Recapitalisation. Simon Bennett and Pramod Khatri have committed as part of the Wholesale Investor Underwrite to invest up to $1.0 million and $0.2 million respectively and purchase Shortfall Shares[24] at a price of three cents per share.

Simon Bennett or Pramod Khatri do not currently own any MPG shares. Their willingness to participate in the Proposed Recapitalisation and acquire new MPG shares should be viewed positively. The meaningful financial commitment being made by these two directors may encourage other MPG Shareholders to participate in the Rights Offer. MPG shareholders can acquire new MPG shares via the pro-rata entitlement. If MPG shareholders do not wish to participate in the Proposed Recapitalisation, they can sell their Rights to another investor and realise value for this entitlement. If MPG shareholders want to acquire more new Shares than their pro-rata entitlement they can do so under the Oversubscription Facility.

Shortfall Shares will therefore only arise if there are entitlements not taken up by existing MPG shareholders under the Rights Offer. It follows that Wholesale Investors can only acquire Shortfall Shares after MPG shareholders have either:

- decided that they do not wish to subscribe for these new MPG shares; or
- they been allocated the maximum number of additional shares available to them under the Oversubscription Facility.

Shortfall Shares will be allocated to the Wholesale Investors (including the two MPG directors) on a pro-rata basis based on commitment size. Any Shortfall Shares leftover after the Wholesale Investors have received their full allocation will be acquired by Amari.

The table below shows the percentage of MPG shares on issue that Amari and the Wholesale Investors will hold post the Proposed Recapitalisation based on different percentages of entitlements being taken up under the Rights Offer:

POTENTIAL SHAREHOLDING OUTCOMES FOLLOWING THE PROPOSED RECAPITALISATION

	RIGHTS OFFER TAKE UP		
	0%	**43%**	**100%**
Amari	51.0%	51.0%	51.0%
Existing MPG shareholders	25.7%	31.8%	49.0%
Wholesale Investors other than the MPG directors	18.1%	13.1%	-
Simon Bennett	4.6%	3.4%	-
Pramod Khatri	0.9%	0.7%	-
Total Shareholding	**100.0%**	**100.0%**	**100.0%**

The percentage of MPG shares that Simon Bennett and Pramod Khatri hold post the Proposed Recapitalisation is a function of the level of participation by MPG shareholders in the Rights Offer. If existing MPG shareholders subscribe for all the Shares offered under the Proposed Recapitalisation (i.e. 100% of Rights Offer is taken up), then the Wholesale Investors (including the two MPG directors) will not acquire any MPG shares under the Wholesale Investor Underwrite.

The percentage ownership of MPG that MPG directors end up holding post the Proposed Recapitalisations increases as the percentage of new MPG shares taken up in the Rights Offer by existing shareholders decreases. If existing MPG shareholders subscribe for 43% of the new MPG shares offered to them under the Rights Offer, then Simon Bennett and Pramod Khatri will acquire the maximum number of new MPG shares that they have committed to acquire under the Wholesale Investor Underwrite and Amari will acquire no

[24] Shortfall Shares are defined as any shares offered but not subscribed for by eligible, existing MPG shareholders under the Rights Offer.

Shortfall Shares. The Company raises the maximum amount of capital under the Proposed Recapitalisation in these circumstances.

A possible but unlikely outcome is that no existing MPG shareholders participate in the Rights Offer. In this circumstance the Company will raise the minimum amount of capital under the Proposed Recapitalisation and Simon Bennett and Pramod Kharti will acquire a shareholding in MPG post the Proposed Recapitalisation of 4.6% and 0.9% respectively. This is the highest possible percentage ownership of MPG that the two MPG directors can achieve under the Proposed Recapitalisation.

MPG directors will acquire Shortfall Shares at the same price as the new MPG shares have been offered and issued to MPG shareholders under the Proposed Recapitalisation.

Unlike the other Wholesale Investors, Simon Bennett and Pramod Khatri will not receive an underwriting fee and there are no other benefits being offered to the MPG directors under the Wholesale Investor Underwrite.

In Grant Samuel's opinion, the terms and conditions of the potential of issuance of new MPG shares to Simon Bennett and Pramod Khatri are fair to MPG shareholders. The MPG directors are not being offered any preferential terms, and they will only end up acquiring MPG shares that MPG shareholders have not subscribed for under the Rights Offer.

Simon Bennett may end up acquiring more new MPG shares at the Issue Price than the maximum number that smaller MPG shareholders can acquire under the Rights Offer due to the quantum of his commitment ($1 million) to the Wholesale Investors Underwrite. Ultimately, the number of new MPG shares that the MPG directors end up with is beyond their control and depends entirely on the level of participation by MPG shareholders in the Rights Offer.

7 Valuation of MPG

7.1 Preferred Methodology

7.1.1 Overview

The most reliable evidence as to the value of a business is the price at which the business or a comparable business has been bought and sold in an arm's length transaction. In the absence of direct market evidence of value, estimates of value are made using methodologies that infer value from other available evidence. There are four primary valuation methodologies commonly used for valuing businesses:

- capitalisation of earnings or cash flows;
- discounting of projected cash flows;
- industry rules of thumb; and
- estimation of the aggregate proceeds from an orderly realisation of assets.

Each of these valuation methodologies has application in different circumstances. The primary criterion for determining which methodology is appropriate is the actual practice adopted by purchasers of the type of business involved. A detailed description of each of these methodologies is outlined at Appendix B.

7.1.2 Preferred Approach

The material uncertainty that exists in relation to MPG's ability to continue as a going concern needs to be taken into consideration when seeking to value equity interests in the Company. If MPG can raise capital and turn around its trading performance, it is reasonable to value MPG on the basis of fair market value as a going concern. Fair market value is defined as the estimated price that could be realised in an open market over a reasonable period of time assuming that potential buyers have full information.

The corollary is that it is inappropriate to value MPG on the basis of fair market value as a going concern if MPG does not raise capital and continues to generate operating losses. In the absence of the Proposed Recapitalisation, an assessment of value for the business based on the estimated aggregate proceeds from the orderly realisation of assets would arguably be more appropriate. In the worst case, if a subsequent capital raising could not be successfully completed, the Company could be placed in receivership. Grant Samuel believes that in a receivership scenario MPG shareholders will not realise any value for their shares. The most likely outcome is that preferred creditors, including the Banking Syndicate, do not get fully repaid out of the proceeds of liquidating MPG's assets.

In the context of the Proposed Recapitalisation Grant Samuel has placed reliance on the capitalisation of earnings methodology in determining a value range for MPG on a going concern basis. The reasons for this are:

- if the Proposed Recapitalisation is implemented, the debt of MPG will be materially reduced and the business will be substantially reset, in the near term at least, as a robust going concern.
- a capitalisation of earnings is likely to be the primary methodology that would be adopted by a purchaser when acquiring businesses like MPG after taking into consideration the size of MPG and its forecast earnings.
- the availability of information that can be analysed to determine an applicable multiple range.

A discounted cash flow (**DCF**) valuation is often used to cross-check against the capitalisation of earnings methodology. Given MPG's current financial position it is unlikely a potential acquirer would place a high degree of reliance on a DCF methodology. DCF analysis relies on a detailed forecast of future earnings and cash flows. MPG does not prepare a long-term forecast, so this exercise has not been undertaken.

7.2 Summary

The following table summarises Grant Samuel's valuation of MPG on a going concern basis:

MPG - VALUATION SUMMARY

$ MILLION, EXCEPT WHERE STATED	GOING CONCERN BASIS	
	LOW	HIGH
Enterprise value	**65.0**	**95.0**
Net borrowings for valuation purposes	(34.9)	(34.9)
Other assets	3.8	3.8
Equity value	**33.9**	**63.9**
Fully diluted shares on issue (millions)	685.4	685.4
Equity value per share	**5.0 cents**	**9.3 cents**

The equity value range determined of 5.0 cents to 9.3 cents per MPG share assumes that MPG has raised what Grant Samuel believes is the capital needed to remove the uncertainty over its ability to continue as a going concern. While it is not assured that this will be the case, Grant Samuel has assumed that the Banking Syndicate would proceed with the Debt Forgiveness, as has been agreed to under the Proposed Recapitalisation. This assumes MPG will raise the minimum amount of $15 million of capital needed to satisfy the Bank Refinancing condition by issuing new MPG shares at a price of 3 cents per share. The assumed share issuance would result in MPG having 685.4 million shares on issue post the capital raising.

It should be noted that MPG would have to raise capital at a higher price of 5 cents per share to achieve the same equity value range per MPG share set out in the table above in the absence of the Debt Forgiveness. A more likely outcome in the absence of the Debt Forgiveness is that MPG would have to issue more shares at a price below 5 cents to raise sufficient capital to reduce net borrowings to the level adopted for valuation purposes. In that circumstance the equity value range per MPG share would be lower.

There are also a range of outcomes under the Proposed Recapitalisation that will result in higher levels of debt reduction because more capital is being raised. The equity value range per MPG share would be lower if the assumption was to raise more than $15 million of capital at an issue price of 3 cents.

The valuation represents the estimated full underlying value of MPG assuming 100% of the company was available to be acquired and includes a premium for control. The value exceeds the price at which, based on current market conditions, Grant Samuel would expect MPG shares to trade on the NZSX in the absence of a takeover offer.

An enterprise value range of $65 million to $95 million has been attributed to MPG's business operations on a going concern basis. This valuation range is an overall judgement having regard to:

- earnings multiples implied by transactions involving the building materials industry; and
- sharemarket ratings of listed building materials companies.

Section 7.3 sets out the multiples implied by Grant Samuel's valuation and provides a comparison with transaction evidence and sharemarket ratings for selected listed companies.

The valuation also reflects the strengths and weaknesses of MPG and considers the following factors:

- MPG is a leading producer of performance glass and is well positioned in the New Zealand and Australian markets due to its brand strength, scale and reputation.[25] MPG is the largest industry participant in New Zealand with approximately 30% market share. The Australian market is more

[25] New Zealand's recent service issues have been resolved over the last 12 months.

fragmented and AGG's market share is estimated at 17%, making it the second largest industry participant in the three states that it operates in.

- It is highly unlikely that a competitor of scale will enter the market given the industry dynamics in both countries. There are current pricing pressures due to overcapacity and Viridian has also implemented aggressive pricing strategies in New Zealand in an attempt to gain market share.
- Due to the nature of construction, the lead times for glass can be relatively short. This minimises the impact of imports into Australasia. The flat glass processing market in New Zealand and Australia is a just-in-time manufacturing market that benefits from investment in automation and distribution and efficient systems and processes. As evidenced by its recent DIFOT statistics, MPG is operating efficiently, indicating the effectiveness of its investment in its systems and processes.
- MPG has a diverse customer base in both Australia and New Zealand. MPG has had issues with customer retention in the recent past but having implemented operational improvements over the last 12 months management now believe that MPG's market share has stabilised and recent discussions with some existing and potential new customers suggests that evidence of growth may start to emerge in the near term.
- With a stable market share, it is reasonable to expect that MPG's revenue and margins will improve as the level of construction activity increases in New Zealand. However, the outlook for the construction sector in New Zealand remains uncertain. There is a degree of confidence that the industry is at the bottom of the cycle, but the timing of the economic recovery remains unclear. Continuing lows level of pre-construction activity and new dwelling consent data suggests demand for performance glass in New Zealand it is likely to remain subdued for some time.
- MPG's management has forecast EBITDA to increase by $11.4 million in FY26. Of the $11.4 million increase, approximately $6.2 million relates to an increase in revenue and gross margin in New Zealand and Australia. The balance of the increase comes from cost reduction initiatives, some of which have already been implemented. While there is risk associated with the delivery of MPG's FY26 forecast, there is also confidence that the work undertaken over the last 12 months has already started to deliver a turnaround in financial performance.
- In New Zealand, MPG has restructured its operations to reduce costs, increase production efficiency, and deliver high levels of customer service. Overall, MPG's management believes that the majority of the hard work has been completed in right-sizing the business for the current market structure and that MPG is well-placed to benefit from the increase in construction activity that is expected to occur as economic conditions improve.
- Building code changes were introduced in key states of Australia over the past 12 months that require greater use of, and higher standards for DGUs in new builds. These changes are expected to underpin a material increase in demand compared to historical levels and give management confidence that AGG can achieve its forecast FY26 EBITDA.
- AGG is approaching capacity by the end of FY28. Options to increase capacity further are available through adjacent leases and other optimisation projects, although the capital expenditure plan has yet to be scoped. A recapitalised MPG will give it the flexibility it needs to implement growth projects and deliver more capacity before it becomes a constraint.
- Valuation practice allows for the recognition of cost savings (and other synergies) that would theoretically be achievable across multiple acquirers but excludes any synergies that are unique to a particular buyer. An acquirer of MPG would be able to achieve savings in overheads relating to the costs of operating as a public listed entity. Grant Samuel has excluded an estimated $0.6 million of costs associated with MPG's NZSX listing including a proportion of Directors' fees, licences and registrations, NZSX fees, investor communication costs.

7.2.1 Net debt for valuation purposes

Grant Samuel has adopted net debt for valuation purposes at as summarised below:

NET DEBT AS AT 30 JUNE 2025 ($ MILLION)

Cash on hand	4.0
Bank borrowings	(62.9)
Reduction in bank borrowings required to recapitalise MPG	24.0
Net debt for valuation purposes	**(34.9)**

At this level of debt MPG will satisfy the proposed covenants for the Bank Refinancing if it achieves the budgeted improvement in EBITDA.

7.2.2 Other assets

MPG has tax losses carried forward, which are expected to be utilised in the foreseeable future. Consequently, MPG will continue to pay very little income tax over the next two or three years. Grant Samuel has estimated the present value of the tax losses carried forward by adopting management forecasts for accounting profit before tax as a proxy for assessable net income for income tax purposes to calculate a value for the benefit of being able to offset future assessable income against the losses carried forward.

A significant proportion of the tax losses carried forward will be utilised if the Debt Forgiveness occurs.

7.3 Earnings Multiple Analysis

7.3.1 Implied multiples

The enterprise valuation range of $65 million to $95 million implies the following capitalisation multiples:

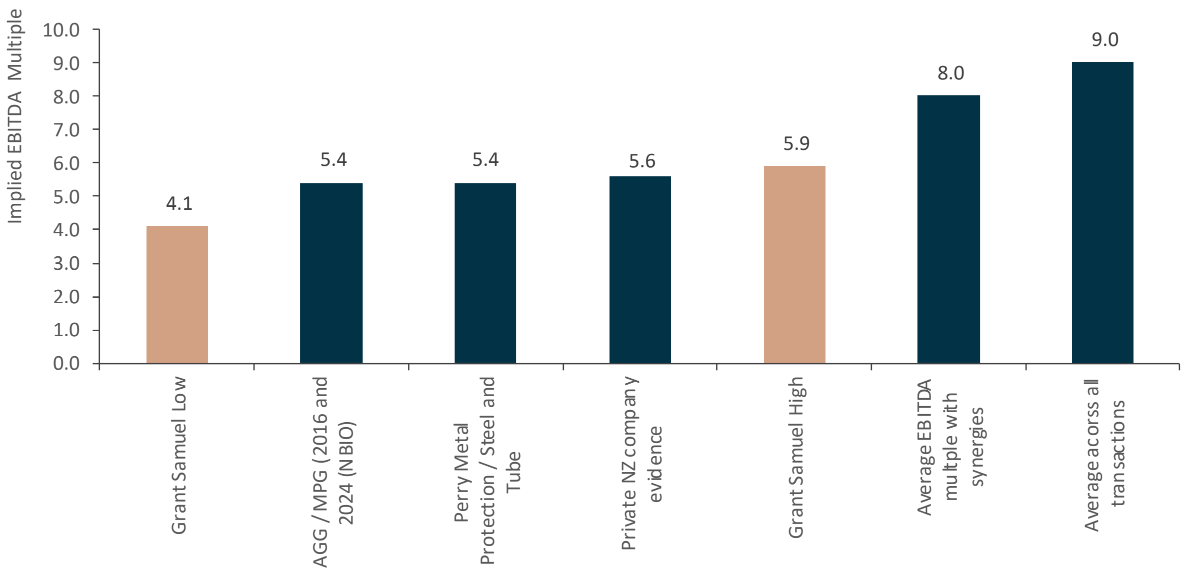
IMPLIED VALUATION PARAMETERS

	VARIABLE ($ MILLION)	VALUE RANGE	
		LOW	HIGH
Value range ($million)		**65.0**	**95.0**
Multiple of EBITDA (pre IFRS 16, including synergy costs)			
Year ended 31 March 2024	12.9	5.0x	7.4x
Year ending 31 March 2025	4.6	14.1x	20.7x
Year ending 31 March 2026	16.0	4.1x	5.9x
Multiple of EBIT (pre IFRS 16, including synergy costs)			
Year ended 31 March 2024	7.6	8.6x	12.5x
Year ending 31 March 2025	-	na	na
Year ending 31 March 2026	11.3	5.8x	8.4x
Ungeared Net Tangible Assets			
At 31 March 2025	72.2*	0.90	1.32

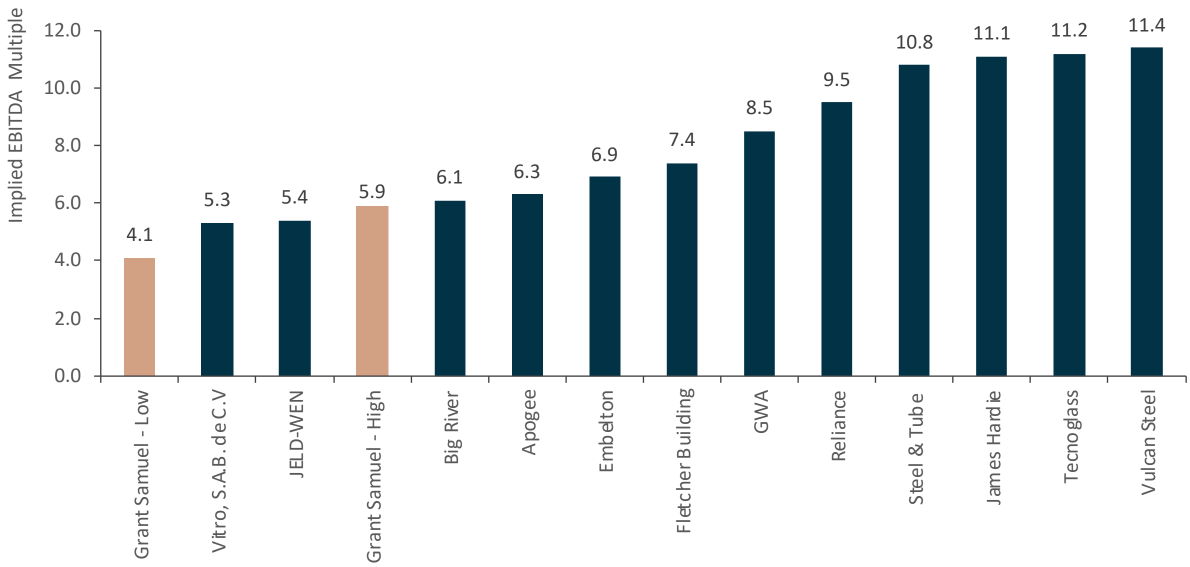
* Includes a deferred tax assets of $15.9 million.

The capitalisation multiples calculated above can be compared to the EBITDA and EBIT multiples inferred from prices at which shares in comparable listed companies are trading and the value parameters of transactions involving other similar businesses operating in the building materials industry. The implied multiples of Grant Samuel's valuation are broadly consistent with the comparable evidence as set out below.

IMPLIED EBITDA MULTIPLES VS COMPARABLE TRANSACTION EVIDENCE



IMPLIED EBITDA MULTIPLES VS SHARE MARKET RATINGS OF SELECTED LISTED COMPANIES[26]



It is important to consider the following when reviewing the graphs above:

- The multiples implied by the valuation reflect Grant Samuel's estimate of full underlying value (i.e. a value incorporating a premium for control). The trading multiples for the comparable companies do not reflect any premium for control.
- The number of transactions, where transaction values were disclosed, involving building material manufacturers in Australia and New Zealand of similar scale to MPG is limited. The most recent relevant transactions include Steel & Tube's acquisition of the assets and business of Perry Metal Protection, Perry Grating and Waikato Sand Blasting (**Perry Metal**) and MPG's acquisition of AGG in 2016. The

[26] Grant Samuel has used historical EBITDA multiples for comparison unless there is an expected recovery in the forecast year. In this instance, for comparison Grant Samuel has used the forecast multiple as it is a more appropriate benchmark.

implied multiple of the AGG acquisition was similar to recent indications of value that were provided to MPG in April 2024.

- Grant Samuel has advised on several transactions involving other businesses operating in New Zealand's building materials industry. The average implied historical EBITDA multiples of these transactions is 5.6 times respectively. The enterprise value of each of these companies was below $50 million. Larger companies tend to trade at higher multiples than smaller companies reflecting greater diversification, economies of scale, quality of management and operations.
- Over the last five years the large global manufacturers and suppliers of building materials have been consolidating markets including Australia and the USA. Due to the size of companies involved (i.e. enterprise value over US$1 billion) and differences in market concentration these transactions are not directly comparable. As noted above, Grant Samuel would expect MPG to trade at a discount to these larger companies.
- There are considerable differences between the operations and scale of the comparable listed companies when compared with MPG. In addition, care needs to be exercised when comparing multiples of New Zealand companies with internationally listed companies. Differences in regulatory environments, share market and broader economic conditions, taxation systems and accounting standards hinder comparisons.

An explanation regarding the interpretation of the above multiples is included at Appendix C.

7.3.2 Transaction Evidence

The valuation of MPG has been considered having regard to the earnings multiples implied by the prices for transactions involving broadly comparable companies with operations in the building materials industry. A selection of relevant recent transactions is set out below:

RECENT TRANSACTION EVIDENCE

DATE	TARGET	ACQUIRER	ENTERPRISE VALUE ($M)	EBITDA MULTIPLE		EBIT MULTIPLE	
				HISTORICAL	WITH SYNERGIES	HISTORICAL	WITH SYNERGIES
May 25	Perry Metal Protection	Steel & Tube	NZ$43.3	5.4	-	6.2	
Aug-24	Tradelink	Metal Manufactures	A$160	-	-	~7.5	-
Jul-24	CSR	Saint-Gobain	A$3,046	9.8	7.9	11.7	-
May-24	Masonite	Ownes Corning	US$3,900	9.3	7.2	13.2	9.2
Jun-23	Building Products Canada	Saint-Gobain	CAD$1,325	11.9	8.2	-	-
Jul-22	Cornerstone Building	CD&R	US$5,834	8.9	-	16.2	-
Jul-22	Ullrich Aluminium	Vulcan Steel	NZ$145	3.8	-	-	-
Apr-21	USG Boral	Knauf	US$2,000	11.3	-	-	-
Mar-21	Firestone Building	Holcim	US$3,400	12.6	9.0	14.3	9.8
Feb-20	Continental Building	Saint-Gobain	US$1,400	10.8	7.9	16.1	10.4
Jun-19	Formica	Broadview	US$840	10.8	-	-	-
Nov-18	Glen-Gery	Brickworks	A$151	8.4	-	-	-
Sep-16	AGG	MPH	A$43.1	5.4			
Average				***9.0***	***8.0***	***13.2***	***9.8***
Median				***9.5***	***7.9***	***13.7***	***9.8***

Note: na = not available, nm = not meaningful.

Source: Capital IQ, Media reports, company announcements, annual reports and presentations and Grant Samuel Analysis

The following comments are relevant when reviewing the table above:

- Each transaction has its own unique set of circumstances. As such it is often very difficult to identify trends or draw any meaningful conclusions.
- Where the information was available Grant Samuel has adjusted the Enterprise Value, EBITDA and EBIT to derive the implied multiples and remove the impact of IFRS16 and other extraordinary items.
- In May 2025 Steel & Tube acquired the assets and business of Perry Metal. The total acquisition price was $43.3 million, with a potential additional payment of up to $6 million based on the future financial performance of the business over a two to three year period. Perry Metal is New Zealand's largest and only ISO certified hot dip galvanising business. The acquisition of Perry Metal provides Steel & Tube with expertise and nationwide galvanizing services and its customers with access to a seamless, end-to-end steel solution, from sourcing and processing to premium corrosion protection solutions.
- In August 2024 Metal Manufactures Pty Limited acquired Tradelink from Fletcher Building for A$160 million, with an additional $10 million payable over two years on achieving separation milestones. Tradelink is an Australian plumbing supplies and distribution business. The implied earnings multiples were not disclosed. Tradelink made an EBIT loss in FY24. When the transaction was announced, it was reported that an EBIT multiple between 7 and 8 times was expected.[27]
- Compagnie de Saint-Gobain S.A.'s (**Saint-Gobain**) acquired CSR Limited (**CSR**) for A$3.1 billion in July 2024 (or $4.5 billion when the planned short to mid-term realisations of the property developments are included). CSR is a leading building products company in Australia for residential and non-residential construction with A$2.0 billion in total revenue from Building Products. The transaction implied an EBITDA and EBIT multiple of 9.8 and 11.7 times respectively (or 7.9 times EBITDA after $60 million of expected synergies).
- In May 2024 Owens Corning completed its acquisition of Masonite International Corporation (**Masonite**), a leading global provider of interior and exterior doors and door systems for US$3.9 billion. The transaction implied historical EBITDA and EBIT multiples of 9.3 and 13.2 times respectively. Owens Corning was expected to realise US$125 million of synergies from the acquisition. The implied EBITDA and EBIT multiples after synergies decrease to 7.2 and 9.2 times respectively.
- In September 2023 Saint-Gobain acquired Building Products of Canada Corp (**BPCC**) for CAD$1.3 Billion. BPCC was a privately owned manufacturer of residential roofing shingles and wood fibre insulation panels. The purchase price implied a multiple (before synergies) of approximately 11.9 times EBITDA and 8.2 times when including run-rate synergies of approximately C$50 million.
- In July 2022 Cornerstone Building Brands, Inc (**Cornerstone Building**) the largest manufacturer of exterior building products in North America was acquired by private equity firm Clayton, Dubilier & Rice (**CD&R**) for US$5.8 billion. The transaction represented a 75% premium to the closing share price of the share price prior to speculation in the market regarding a potential transaction. CD&R held 49% of the shares prior to the takeover. The transaction did not include any synergy benefits.
- In July 2022, Vulcan signed an agreement to acquire Ullrich Aluminium Company Limited (**Ullrich**) for NZ$165 million (or $145 million after adjusting for working capital). Ullrich was an integrated distributor of industrial aluminium products in Australasia with a large sales network, together with extrusion facilities and fabrication operations. Vulcan noted that the aluminium distribution market was an opportunity it had been considering for many years, and Ullrich's platform and network combined with Vulcan offered potential synergies.
- In April 2021, Boral sold its 50% share in USG Boral to Gebr Knauf KG (**Knauf**) for US$1.0 billion. USG Boral included plasterboard-based businesses in Australia, New Zealand, Asia and the Middle East and

[27] Capital IQ - Pre-Deal Situation

it had attractive positions in mature and emerging markets. The transaction implied a historical EBITDA multiple of 11.3 times (based on the 2019 financial year to exclude the impact of COVID-19 which impacted trading in 2020 and 2021).

- In March 2021, Holcim Limited (**Holcim**) acquired Firestone Building Products from Bridgestone for US$3.4 billion. Firestone Building Products included roofing systems including waterproofing membranes, liquid applied waterproofing and insulation products. The purchase price implied an EBITDA multiple of 12.6 times and 9.0 times when including the expected synergies of US$110 million.
- In February 2020 Saint-Gobain acquired Continental Building Products for US$1.4 billion. Continental Building Products was primarily a wallboard and joint compound material manufacturer. The transaction implied a historical EBITDA multiple of 10.8 times and 7.9 times after the expected $50 million of synergies.
- In June 2019, Fletcher Building sold Formica Group (**Formica**) to Broadview Holding BV (**Broadview**) for a sale price of US$840 million. Formica is a provider of branded, designed surfacing solutions for commercial and residential customers worldwide. The purchase price implied an EBITDA multiple of 10.8 times. Fletcher Building acquired Formica in 2007 for US$750 million which implied a historical EBITDA multiple of 10.0 times.
- In November 2018 Brickworks Limited (**Brickworks**) acquired Glen-Gery Corporation (**Glen-Gery**) for US$110 million. Glen-Gery is a US brick manufacturer of architectural products to the non-residential, multi-residential and paving segments. The purchase price implied an EBITDA multiple of 8.4 times.
- In September 2016, MPG completed the acquisition of AGG for A$43.1 million. At the time of the acquisition, AGG was generating annual sales of approximately A$45 million and EBITDA of A$8 million. The purchase price implied an EBITDA multiple of 5.3 times.

7.3.3 Sharemarket Evidence

The valuation of MPG has been considered in the context of the share market ratings of listed Australasian and international companies with operations in the building materials industry. While none of these companies are precisely comparable to MPG, the share market data provides some framework within which to assess the valuation of MPG.

SHARE MARKET RATINGS OF SELECTED LISTED COMPANIES

COMPANY	MARKET CAPITALISATON (NZ$M)	HISTORICAL EBITDA[28]	FORECAST EBITDA	HISTORICAL EBIT[29]	FORECAST EBIT
Embelton	19	6.9	n.a	9.0	n.a
Big River	128	8.2	6.1	13.4	8.1
Steel & Tube	132	n.a	10.8	n.a	28.9
Vitro	225	5.3	n.a	11.0	n.a
GWA	680	9.0	8.5	9.6	9.1
JELD-WEN	725	5.4	10.2	10.0	n.a
Vulcan Steel	930	18.6	11.4	26.4	14.2
Apogee	1,520	6.3	6.8	8.1	9.1
Fletcher Building	3,170	8.6	7.4	13.6	10.9
Reliance	3,534	9.4	9.5	12.2	12.4
Tecnoglass	5,982	14.1	11.2	15.8	12.9
James Hardie	25,641	10.8	11.1	14.3	14.9
Median		***9.3***	***9.3***	***13.0***	***13.4***
Average		***8.6***	***9.9***	***12.2***	***12.4***

Source: Capital IQ, Grant Samuel Analysis n.a – not available or not meaningful for the purposes of the analysis.

The following comments are relevant when reviewing the table above:

- The multiples shown below are based on share market prices as at 25 July 2025. The multiples do not reflect a premium for control and, as such, are not directly comparable to the multiples implied by the valuation of MPG.
- The companies selected have varying financial year ends. The historical data presented above is based on the latest annual result or where companies have a June year-end the latest available broker research and the forecast for the next 12-month period.
- Where the information was available, Grant Samuel has adjusted the Enterprise Value, EBITDA and EBIT to derive the implied multiples and remove the impact of IFRS16 and other extraordinary items.
- Over the last 12 months, Embelton's share price has been impacted by a decline in revenue and earnings due to a slowdown in residential and commercial construction in Australia. For the 12-month period ending December 2024, revenue had declined by approximately 20%.
- Challenging market conditions have impacted Steel & Tube's financial performance over the last 12 months. For the 12-month period ending 30 June 2025, Steel & Tube's revenue is forecast to decline for the third consecutive year, with an approximate 18% reduction due to steel demand at levels not seen since the 1990s. As summarised in section 7.3.4, Steel & Tube acquired Perry Group in May 2025, and the implied multiples have been adjusted to account for this acquisition.

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28 Represents gross capitalisation (that is, the sum of the market capitalisation adjusted for minorities, plus borrowings less cash as at the latest balance date) divided by adjusted EBITDA. Adjusted EBITDA includes depreciation and interest expense relating to ROU assets.

29 Represents gross capitalisation divided by adjusted EBIT.

- Big River's share price has been impacted over the last two years due to its trading performance, stemming primarily from its exposure to Australasian residential construction activity. The forecast implied EBITDA multiple reflects the expectation of improved trading over the next 12 months due to an improving residential market and the impact of recent cost management programmes.
- Vitro's share price has declined by approximately 40% over the last 12 months due to a material decline in sales and EBITDA. This performance was recently impacted by a fire at one of its facilities, alongside economic uncertainty stemming from US tariffs which has affected investment decisions and market stability.
- Jeld-Wen's share price has declined by approximately 70% over the last 12 months. Jeld-Wen's revenue has declined over the last three years due to the global economic climate and brokers consider the business to be overgeared. The high forecast EBITDA multiple reflects the expected decline in EBITDA in the 12-month period ending 31 December 2025.
- Despite a suppressed construction market in Australia, the UK and New Zealand, GWA is forecast to achieve revenue growth in the 12-months ending 30 June 2025. The growth outlook for GWA is neutral as analysts are expecting a slower recovery from the New Zealand market and a mixed outlook in Australia's commercial segment.
- Vulcan's share price has only declined by approximately 3.6% over the last 12 months despite an expected 20% decline in EBITDA (post IFRS16) for the 12-months ended 30 June 2025. Market analysts expect Vulcan's earnings to grow over the next 12-months, which explains the lower implied forecast EBITDA multiple.
- Apogee's share price has declined by approximately 36% over the last 12 months, primarily due to a combination of factors related to its financial performance and market conditions which resulted in a material decline in earnings. Apogee also announced that earnings will continue to decline due to the impacts of moderating operating margins in Metals and Glass, increased interest expenses, and tariff-related expenses concentrated in the six months of trading ending August 2025.
- Fletcher Building's share price has been materially impacted over the last three years due to a number of significant events including major losses on construction projects such as Sky City Convention centre, leaky pipe issues in Western Australia, issues with Gib board supply, and a downturn in the level of construction activity. In an attempt to reduce costs and improve performance, Fletcher Building has announced a major restructure which will disestablish the Australian division. Fletcher Building has also suspended dividends until its debt reduction targets are achieved.
- Reliance's share price has declined slightly over the last 12 months, primarily due to the impact of the US tariff policy. Analysts believe Reliance is well-placed for continued growth in key markets such as the US due to its expansion into new residential and higher value commercial markets. In response to US tariff policy, Reliance has reduced its exposure to imported products from China and is sourcing more goods from Vietnam, Taiwan, Korea and Thailand.
- Tecnoglass's share price increased by approximately 40% over the past 12 months due to consistently reporting record revenue growth, expanding profit margins, and frequently beating analyst estimates. In May 2025, Tecnoglass achieved record first quarter revenue of US$222.3 million, up 15.4% over the prior period, primarily due to 20%+ organic growth in both Residential and Multi-Family/Commercial Projects.
- James Hardie's share price has declined by approximately 23% over the past 12 months, primarily due to the announcement of the US$14.0 billion Azek Acquisition. Azek engages in the design, manufacturing, and selling of building products for residential, commercial, and industrial markets in the United States and Canada. Investors reacted negatively to the acquisition price (which included a 37% premium). This was viewed as excessive, especially amid economic uncertainty.
- A description of each of the companies above is set out in Appendix A.

8 Investment Decision

Grant Samuel has not been engaged to provide a recommendation to shareholders in relation to the Proposed Recapitalisation. In any event, the decision whether to vote for or against the Proposed Recapitalisation is a matter for individual shareholders, based on their own views as to value, their expectations about future market conditions and their particular circumstances including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. Shareholders who are in doubt as to the action they should take in relation to the Proposed Recapitalisation should consult their own professional adviser.

Similarly, it is a matter for individual shareholders as to whether to buy, hold or sell securities in MPG. These are investment decisions upon which Grant Samuel does not offer an opinion and are independent of a decision on whether to vote for the Proposed Recapitalisation. Shareholders should consult their own professional adviser in this regard.

GRANT SAMUEL & ASSOCIATES LIMITED

8 August 2025

APPENDIX A – COMPARABLE LISTED COMPANIES

A brief description of each of the companies listed in Section 7.3.3 is outlined below:

Embelton Limited
Embelton Limited primarily engages in the manufacture, distribution, and installation of flooring products in Australia. It also provides along with additional Metal Bending & Fabrication services. Internationally its Engineering division delivers noise and vibration isolation systems in primarily in New Zealand, China, Singapore and Vietnam.

Steel & Tube Holdings Limited
Steel & Tube is One of New Zealand's leading providers of steel solutions with over 70 years of trading history.
Steel & Tube operates through Distribution and Infrastructure segments. Their extensive product range covers everything from basic components like nuts, bolts, and fencing, to large-scale structural steel products such as beams, purlins, and seismic mesh, alongside specialised offerings like stainless steel, engineering steel, and irrigation solutions.

Big River Industries Limited
Big River is a major Australian building materials manufacturer and distributor, supplying an extensive range of high-quality timber, builders' hardware, building supplies and services for the residential, commercial, industrial, building and construction industries.

Vitro, S.A.B. de C.V
Vitro is one of the world's largest glass manufacturers. Headquartered in Monterrey, Mexico, Vitro produces and distributes a wide range of glass products, including architectural glass, automotive glass, and glass containers for various industries like cosmetics, pharmaceuticals, and food and beverage. The company also supplies raw materials and machinery for industrial use, operating across the Americas, Europe, and Asia.

JELD-WEN Holding, Inc.
Jeld-Wen is one of the world's largest door and window manufacturers, operating ~80 manufacturing facilities in 14 countries, primarily in North America and Europe. Headquartered in Charlotte, North Carolina, Jeld-Wen designs, produces, and distributes an extensive range of interior and exterior doors, wood, vinyl and aluminium windows, and related products for use in the new construction and repair and remodelling of residential homes and non-residential buildings.

GWA Group Limited
GWA is a Australian supplier of building fixtures and fittings to households and commercial premises. GWA operates through its Bathrooms & Kitchens business with its strategic focus on superior solutions for water. The Group is the owner and distributor of an extensive range of market leading brands including Caroma, Methven, Dorf and Clark.

Vulcan Steel Limited
Vulcan is an Australasian-wide, value-add steel distributor and processor. Founded in NZ (1995), Vulcan has grown through geographic and product expansion via organic initiatives and acquisitions. Vulcan has national footprints in Australia and NZ across steel distribution, plate processing, coil processing, stainless steel and engineering steel.

Apogee Enterprises, Inc.
Apogee is a provider of glass products, services, and systems. It specialises in the designing and developing of metal and glass products and services for enclosing commercial buildings, displays, and framing art. Apogee also provides design, engineering, fabrication and field installation Apogee has a presence in the US, Canada and Brazil.

Fletcher Building Limited
Fletcher Building is a New Zealand-based building materials company with operations also extending to Australia. Fletcher Building's operating divisions include concrete, building products, steel, retail distribution, construction, and property development. Its largest segments are building products and distribution. These businesses manufacture plasterboard, insulation, laminate benchtops and materials, pipes, steel, and frame and truss.

Reliance Worldwide Corporation Limited
Reliance is a market leader and manufacturer of water delivery, control and optimisation systems for the modern built environment and offers an expanded range of solutions in piping systems, backflow and water meters. Its unique end-to-end meter to fixture and floor to ceiling plumbing solutions target the new construction, renovation, service, repair and re-model markets.

Tecnoglass Inc.
Tecnoglass is a leading producer of architectural glass, windows, and associated aluminium products serving the multi-family, single-family and commercial end markets. Tecnoglass is the second largest glass fabricator serving the U.S. and the number 1 architectural glass transformation company in Latin America. Located in Colombia, the Tecnoglass's 4.1 million square foot, vertically integrated manufacturing complex provides efficient access to over 1,000 global customers, with the U.S. accounting for more than 90% of revenues.

James Hardie Industries plc
James Hardie is a global building materials company and the largest global manufacturer of fibre cement products. James Hardie is headquartered in Ireland with significant operations across North America, Australia, New Zealand, and Europe. James Hardie manufactures a wide range of high-performance products for interior and exterior construction, including siding, weatherboards, panels, and flooring.

APPENDIX B – VALUATION METHODOLOGY DESCRIPTIONS

Capitalisation of Earnings

Capitalisation of earnings or cash flows is most appropriate for businesses with a substantial operating history and a consistent earnings trend that is sufficiently stable to be indicative of ongoing earnings potential. This methodology is not particularly suitable for start-up businesses, businesses with an erratic earnings pattern or businesses that have unusual expenditure requirements. This methodology involves capitalising the earnings or cash flows of a business at a multiple that reflects the risks of the business and the stream of income that it generates. These multiples can be applied to a number of different earnings or cash flow measures including EBITDA, EBITA, EBIT or net profit after tax. These are referred to respectively as EBITDA multiples, EBITA multiples, EBIT multiples and price earnings multiples. Price earnings multiples are commonly used in the context of the share market. EBITDA, EBITA and EBIT multiples are more commonly used in valuing whole businesses for acquisition purposes where gearing is in the control of the acquirer.

Where an ongoing business with relatively stable and predictable earnings is being valued Grant Samuel uses capitalised earnings or operating cash flows as a primary reference point. Application of this valuation methodology involves:

- estimation of earnings or cash flow levels that a purchaser would utilise for valuation purposes having regard to historical and forecast operating results, non-recurring items of income and expenditure and known factors likely to impact on operating performance; and
- consideration of an appropriate capitalisation multiple having regard to the market rating of comparable businesses, the extent and nature of competition, the time period of earnings used, the quality of earnings, growth prospects and relative business risk.

The choice between the parameters is usually not critical and should give a similar result. All are commonly used in the valuation of industrial businesses. EBITDA can be preferable if depreciation or non-cash charges distort earnings or make comparisons between companies difficult, but care needs to be exercised to ensure that proper account is taken of factors such as the level of capital expenditure needed for the business and whether or not any amortisation costs also relate to ongoing cash costs. EBITA avoids the distortions of goodwill amortisation. EBIT can better adjust for differences in relative capital intensity.

Determination of the appropriate earnings multiple is usually the most judgemental element of a valuation. Definitive or even indicative offers for a particular asset or business can provide the most reliable support for selection of an appropriate multiple of earnings. In the absence of meaningful offers, it is necessary to infer the appropriate multiple from other evidence.

The primary approach used by valuers is to determine the multiple that other buyers have been prepared to pay for similar businesses in the recent past. However, each transaction will be the product of a unique combination of factors, including:

- economic factors (e.g. economic growth, inflation, interest rates) affecting the markets in which the company operates;
- strategic attractions of the business - its particular strengths and weaknesses, market position of the business, strength of competition and barriers to entry;
- rationalisation or synergy benefits available to the acquirer;
- the structural and regulatory framework;
- investment and sharemarket conditions at the time; and
- the number of competing buyers for a business.

A pattern may emerge from transactions involving similar businesses with sales typically taking place at prices corresponding to earnings multiples within a particular range. While averages or medians can be determined it is not appropriate to simply apply such measures to the business being valued. The range will generally reflect the growth prospects and risks of those businesses. Mature, low growth businesses will, in the absence of other factors, attract lower multiples than those businesses with potential for significant growth in earnings. The most important part of valuation is to evaluate the attributes of the specific business being valued and to distinguish it from its peers so as to form a judgement as to where on the spectrum it appropriately belongs.

An alternative approach in valuing businesses is to review the multiples at which shares in listed companies in the same industry sector trade on the sharemarket. This gives an indication of the price levels at which portfolio investors are prepared to invest in these businesses. Share prices reflect trades in small parcels of shares (portfolio interests) rather than whole companies and it is necessary to adjust for this factor. .

The analysis of comparable transactions and sharemarket prices for comparable companies will not always lead to an obvious conclusion as to which multiple or range of multiples will apply. The multiples will often be widespread of multiples and the application of judgement becomes critical. Moreover, it is necessary to consider the particular attributes of the business being valued and decide whether it warrants a higher or lower multiple than the comparable companies. This assessment is essentially a judgement.

Discounted Cash Flow

Discounting of projected cash flows has a strong theoretical basis. It is the most commonly used method for valuation in a number of industries, and for the valuation of start-up projects where earnings during the first few years can be negative. DCF valuations involve calculating the net present value of projected cash flows. This methodology is able to explicitly capture the effect of a turnaround in the business, the ramp up to maturity or significant changes expected in capital expenditure patterns. The cash flows are discounted using a discount rate, which reflects the risk associated with the cash flow stream. Considerable judgement is required in estimating future cash flows and it is generally necessary to place great reliance on medium to long-term projections prepared by management. The discount rate is also not an observable number and must be inferred from other data (usually only historical). None of this data is particularly reliable so estimates of the discount rate necessity involve a substantial element of judgment. In addition, even where cash flow forecasts are available the terminal or continuing value is usually a high proportion of value. Accordingly, the multiple used in assessing this terminal value becomes the critical determinant in the valuation (i.e. it is a “de facto” cash flow capitalisation valuation). The net present value is typically extremely sensitive to relatively small changes in underlying assumptions, few of which are capable of being predicted with accuracy, particularly beyond the first two or three years. The arbitrary assumptions that need to be made and the width of any value range mean the results are often not meaningful or reliable. Notwithstanding these limitations, DCF valuations are commonly used and can at least play a role in providing a check on alternative methodologies, not least because explicit and relatively detailed assumptions need to be made as to the expected future performance of the business operations.

Industry Rules of Thumb

Industry rules of thumb are commonly used in some industries. These are generally used by a valuer as a “cross check” of the result determined by a capitalised earnings valuation or by discounting cash flows, but in some industries rules of thumb can be the primary basis on which buyers determine prices. Grant Samuel is not aware of any commonly used rules of thumb that would be appropriate to value MPG. In any event, it should be recognised that rules of thumb are usually relatively crude and prone to misinterpretation.

Realisation of Assets

Valuations based on an estimate of the aggregate proceeds from an orderly realisation of assets are commonly applied to businesses that are not going concerns. They effectively reflect liquidation values and typically attribute no value to any goodwill associated with ongoing trading.

APPENDIX C – INTERPRETATION OF MULTIPLES

Earnings multiples are normally benchmarked against two primary sets of reference points:

- the multiples implied by the share prices of listed peer group companies; and
- the multiples implied by the prices paid in acquisitions of other companies in the same industry.

In interpreting and evaluating such data it is necessary to recognise that:

- multiples based on listed company share prices do not include a premium for control and are therefore often (but not always) less than multiples that would apply to acquisitions of controlling interests in similar companies. However, while the premium paid to obtain control in takeovers is observable (typically in the range 20-35%) it is inappropriate to simply add a premium to listed multiples. The premium for control is an outcome of the valuation process, not a determinant of value. Premiums are paid for reasons that vary from case to case and may be substantial due to synergy or other benefits available to the acquirer. In some situations the premium may be minimal or even zero. There are transactions where no corporate buyer is prepared to pay a price in excess of the prices paid by share market investors;
- acquisition multiples from comparable transactions are therefore usually seen as a better guide when valuing 100% of a business but the data tends to be less transparent and information on forecast earnings is often unavailable;
- the analysis will give a range of outcomes from which averages or medians can be determined but it is not appropriate to simply apply such measures to the company being valued. The most important part of valuation is to evaluate the attributes of the specific company being valued and to distinguish it from its peers so as to form a judgement as to where on the spectrum it belongs;
- acquisition multiples are a product of the economic and other circumstances at the time of the transaction. However, each transaction will be the product of a unique combination of factors, including:
  - economic factors (e.g. economic growth, inflation, interest rates) affecting the markets in which the company operates;
  - strategic attractions of the business – its particular strengths and weaknesses, market position of the business, strength of competition and barriers to entry;
  - the company's own performance and growth trajectory;
  - rationalisation or synergy benefits available to the acquirer;
  - the structural and regulatory framework;
  - investment and share market conditions at the time, and
  - the number of competing buyers for a business;
- acquisitions and listed companies in different countries can be analysed for comparative purposes, but it is necessary to consider to differences in overall share market levels and rating between countries, economic factors (economic growth, inflation, interest rates), market structure (competition etc) and the regulatory framework. It is not appropriate to adjust multiples in a mechanistic way for differences in interest rates or share market levels;
- acquisition multiples are based on the target's earnings, but the price paid normally reflects the fact that there were cost reduction opportunities or synergies available to the acquirer (at least if the acquirer is a "trade buyer" with existing businesses in the same or a related industry). If the target's earnings were adjusted for these cost reductions and/or synergies the effective multiple paid by the acquirer would be lower than that calculated on the target's earnings;

- while EBITDA multiples are commonly used benchmark they are an incomplete measure of cash flow. The appropriate multiple is affected by, among other things, the level of capital expenditure (and working capital investment) relative to EBITDA. In this respect:
  - EBIT multiples can in some circumstances be a better guide because (assuming depreciation is a reasonable proxy for capital expenditure) they effectively adjust for relative capital intensity and present a better approximation of free cash flow. However, capital expenditure can be lumpy and depreciation expense may not be a reliable guide. In addition, there can be differences between companies in the basis of calculation of depreciation; and
  - businesses that generate higher EBITDA margins than their peer group companies will, all other things being equal, warrant higher EBITDA multiples because free cash flow will, in relative terms, be higher (as capital expenditure is a smaller proportion of earnings).

APPENDIX D – QUALIFICATIONS, DECLARATIONS AND CONSENTS

1. Qualifications

The Grant Samuel group of companies provides corporate advisory services in relation to mergers and acquisitions, capital raisings, corporate restructuring and financial matters generally. One of the primary activities of Grant Samuel is the preparation of corporate and business valuations and the provision of independent advice and expert's reports in connection with mergers and acquisitions, takeovers and capital reconstructions. Since inception in 1988, Grant Samuel and its related companies have prepared more than 400 public expert and appraisal reports.

The persons responsible for preparing this report on behalf of Grant Samuel are Christopher Smith, BCom, PGDipFin, MAppFin, Peter Jackson, BCom, CA and Simon Cotter, BCom, MAppFin, F Fin and Jake Sheehan, BCom (Hons). Each has a significant number of years of experience in relevant corporate advisory matters.

2. Limitations and Reliance on Information

Grant Samuel's opinion is based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time. The report is based upon financial and other information provided by the directors, management and advisers of MPG. Grant Samuel has considered and relied upon this information. Grant Samuel believes that the information provided was reliable, complete and not misleading and has no reason to believe that any material facts have been withheld.

The information provided has been evaluated through analysis, enquiry, and review for the purposes of forming an opinion as to the underlying value of MPG. However, in such assignments time is limited and Grant Samuel does not warrant that these inquiries have identified or verified all of the matters which an audit, extensive examination or "due diligence" investigation might disclose.

The time constraints imposed by the Takeovers Code are tight. This timeframe restricts the ability to undertake a detailed investigation of MPG. In any event, an analysis of the merits of the offer is in the nature of an overall opinion rather than an audit or detailed investigation. Grant Samuel has not undertaken a due diligence investigation of MPG. In addition, preparation of this report does not imply that Grant Samuel has audited in any way the management accounts or other records of MPG. It is understood that, where appropriate, the accounting information provided to Grant Samuel was prepared in accordance with generally accepted accounting practice and in a manner consistent with methods of accounting used in previous years.

An important part of the information base used in forming an opinion of the kind expressed in this report is the opinions and judgement of the management of the relevant enterprise. That information was also evaluated through analysis, enquiry and review to the extent practicable. However, it must be recognised that such information is not always capable of external verification or validation.

The information provided to Grant Samuel included projections of future revenues, expenditures, profits and cash flows of MPG prepared by the management of MPG. Grant Samuel has used these projections for the purpose of its analysis. Grant Samuel has assumed that these projections were prepared accurately, fairly and honestly based on information available to management at the time and within the practical constraints and limitations of such projections. It is assumed that the projections do not reflect any material bias, either positive or negative. Grant Samuel has no reason to believe otherwise.

However, Grant Samuel in no way guarantees or otherwise warrants the achievability of the projections of future profits and cash flows for MPG. Projections are inherently uncertain. Projections are predictions of future events that cannot be assured and are necessarily based on assumptions, many of which are beyond the control of management. The actual future results may be significantly more or less favourable.

To the extent that there are legal issues relating to assets, properties, or business interests or issues relating to compliance with applicable laws, regulations, and policies, Grant Samuel assumes no responsibility and offers no legal opinion or interpretation on any issue. In forming its opinion, Grant Samuel has assumed, except as specifically advised to it, that:

- the title to all such assets, properties, or business interests purportedly owned by MPG is good and marketable in all material respects, and there are no material adverse interests, encumbrances, engineering, environmental, zoning, planning or related issues associated with these interests, and that the subject assets, properties, or business interests are free and clear of any and all material liens, encumbrances or encroachments;
- there is compliance in all material respects with all applicable national and local regulations and laws, as well as the policies of all applicable regulators other than as publicly disclosed, and that all required licences, rights, consents, or legislative or administrative authorities from any government, private entity, regulatory agency or organisation have been or can be obtained or renewed for the operation of the business of MPG, other than as publicly disclosed;
- various contracts in place and their respective contractual terms will continue and will not be materially and adversely influenced by potential changes in control; and
- there are no material legal proceedings regarding the business, assets or affairs of MPG, other than as publicly disclosed.

3. Disclaimers

It is not intended that this report should be used or relied upon for any purpose other than as an expression of Grant Samuel's opinion as to the merits of the Proposed Recapitalisation. Grant Samuel expressly disclaims any liability to any MPG security holder who relies or purports to rely on the report for any other purpose and to any other party who relies or purports to rely on the report for any purpose whatsoever.

This report has been prepared by Grant Samuel with care and diligence and the statements and opinions in this report are given by Grant Samuel in good faith and in the belief on reasonable grounds that such statements and opinions are correct and not misleading. However, no responsibility is accepted by Grant Samuel or any of its officers or employees for errors or omissions however arising in the preparation of this report, provided that this shall not absolve Grant Samuel from liability arising from an opinion expressed recklessly or in bad faith.

Grant Samuel was not involved in the preparation of the Notice of Meeting issued by MPG and has not verified or approved any of the contents of the Notice of Meeting. Grant Samuel does not accept any responsibility for the contents of the Notice of Meeting (except for this report).

4. Independence

Grant Samuel and its related entities do not have any shareholding in or other relationship or conflict of interest with MPG or Amari that could affect its ability to provide an unbiased opinion in relation to the Proposed Recapitalisation. Grant Samuel had no part in the formulation of the Proposed Recapitalisation. Its only role has been the preparation of this report. Grant Samuel will receive a fixed fee for the preparation of this report. This fee is not contingent on the outcome of the Proposed Recapitalisation. Grant Samuel will receive no other benefit for the preparation of this report. Grant Samuel considers itself to be independent for the purposes of the Takeovers Code.

5. Information

Grant Samuel has obtained all the information that it believes is desirable for the purposes of preparing this report, including all relevant information which is or should have been known to any Director of MPG and made available to the Directors. Grant Samuel confirms that in its opinion the information provided by MPG and contained within this report is sufficient to enable MPG security holders to understand all relevant factors and make an informed decision in respect of the Proposed Recapitalisation. The following information was used and relied upon in preparing this report:

Publicly Available Information

- MPG's Annual Reports for the financial years ended 31 March 2020 to 2025.
- MPG's investor presentations.
- MPG's NZX announcements.
- MBIE National Construction Pipeline Report December 2024.
- Statistics NZ.
- Australian Bureau of Statistics.
- Australian Construction Industry Forum Construction Market Report.
- Broker research, industry reports and press articles.
- NZX Company Research for share trading data.
- Capital IQ for share trading data and comparable analysis.

Non-Public Information

- MPG management reporting.
- MPG's management forecasts to 31 March 2026 and 2027.
- MPG's management banking forecast to 31 March 2026 and 2028.
- MPG's management accounts for FY24 and FY25.
- MPG's FY26 Budget.
- Westpac Refinancing Terms.
- Wholesale Investors Underwrite Agreement.
- Capital Rasing Agreement with Amari.
- MPG's market share analysis in Australia and New Zealand.
- CFO and Board Reports over the last 12 months.

6. Declarations

MPG has agreed that it will indemnify Grant Samuel and its employees and officers in respect of any liability suffered or incurred as a result of or in connection with the preparation of the report. This indemnity will not apply in respect of the proportion of any liability found by a Court to be primarily caused by any conduct involving gross negligence or wilful misconduct by Grant Samuel. MPG has also agreed to indemnify Grant Samuel and its employees and officers for time spent and reasonable legal costs and expenses incurred in relation to any inquiry or proceeding initiated by any person. Where Grant Samuel or its employees and officers are found to have been grossly negligent or engaged in wilful misconduct Grant Samuel shall bear the proportion of such costs caused by its action. Any claims by MPG are limited to an amount equal to the fees paid to Grant Samuel.

Advance drafts of this report were provided to the directors and executive management of MPG. Certain changes were made to the drafting of the report as a result of the circulation of the draft report. There was no alteration to the methodology, evaluation or conclusions as a result of issuing the drafts.

7. Consents

Grant Samuel consents to the issuing of this report in the form and context in which it is to be included in the Notice of Meeting to be sent to security holders of MPG. Neither the whole nor any part of this report nor any reference thereto may be included in any other document without the prior written consent of Grant Samuel as to the form and context in which it appears.