

July 2026

Tēnā koe,

Private notice of Special General Meeting of Ngāti Apa ki te Rā Tō Trust and Ngāti Apa ki te Rā Tō Charitable Trust

1. As an Adult Registered member of Ngāti Apa ki te Rā Tō Trust (the **Trust**) and Adult Registered Beneficiary of Ngāti Apa ki te Rā Tō Charitable Trust (the **Charitable Trust**), the Trust and Charitable Trust hereby provides notice to you of the Special General Meeting of the Trust and Charitable Trust on Saturday, 19 September 2026, at Omaka Marae, 120 Aerodrome Road, Blenheim, at 10 am (the **SGM**). The agenda for the SGM will be as follows:

Agenda

- Karakia tīmatatanga
 - Apologies
 - Presentation of proposed amendments to the Trust Deed and Charitable Trust Deed for change of income year dates
 - Resolutions to approve the amendments
 - Closing comments and acknowledgements
 - Waiata and karakia whakamutunga
2. A vote is to be held to amend and ratify the Trust's Deed of Trust (**Current Trust Deed**) to:
- a. adopt a new interim and subsequent Balance Date and Income Year
 - b. amend some current trustee terms from 3 years to 2.5 years
 - c. clarify the process of appointing trustees to fill casual vacancies
 - d. make required changes due to the updated Māori Fisheries Act 2004
3. A vote is to be held to amend and ratify the Charitable Trust Deed of Trust (**Current Charitable Trust Deed**) to adopt a new interim and subsequent Income Year.
4. Accordingly, the required changes have been made to the **Current Trust Deed** and the **Current Charitable Trust Deed** in the manner set out in the draft amended and restated deeds of trust (the **Amended and Restated Deeds**), as further explained at **Appendix 1** to this letter. The Amended and Restated Deeds will apply on and from 1 April 2027, subject to IRD, Charities Commission and Te Ohu Kai Moana Trustee Limited approval.

Voting procedure

5. In accordance with the requirements under the Current Trust Deed and the Māori Fisheries Act 2004, voting on Resolutions 1, 2, 3 & 4 will be by postal vote (including by online ballot). Voting on resolutions 5 and 6 will be held in person at the SGM by a show of hands.

Further information

6. Information regarding the required resolutions is enclosed with this notice at **Appendix 1**. Copies of the Amended and Restated Deed are downloadable from www.ngatiapakiterato.iwi.nz, or can be accessed by contacting the office for the Trust on 03 578 9695, or 0800 578 900, or by emailing the office at office@ngatiapakiterato.iwi.nz
7. If you have any further questions or queries in relation to the contents of this letter, please contact the office of the Trust at either of the numbers provided above.

Naku noa,

Ngāti Apa ki te Rā Tō Charitable Trust

APPENDIX 1

Deed of Trust and Deed of Charitable Trust Amendment proposals – Information for Adult Registered Members and Beneficiaries

INFORMATION REGARDING THESE RESOLUTIONS

This appendix provides information in relation to certain resolutions to be voted on by adult registered members of the Ngāti Apa ki te Rā Tō Trust (**Trust**) and adult registered beneficiaries of the Ngāti Apa ki te Rā Tō Charitable Trust (**Charitable Trust**) for the upcoming Special General Meeting of the Trusts. In particular, the resolutions contemplate amendments being made to the current Ngāti Apa ki te Rā Tō Trust (**Current Trust Deed**) and the current Ngāti Apa ki te Rā Tō Charitable Trust (**Current Charitable Trust Deed**) in the manner set out in the draft amended and restated Ngāti Apa ki te Rā Tō Trust Deed (the **Amended and Restated Trust Deed**) and the draft amended and restated Ngāti Apa ki te Rā Tō Charitable Trust Deed (the **Amended and Restated Charitable Trust Deed**).

Copies of the Amended and Restated Deeds are downloadable from www.ngatiapakiterato.iwi.nz or can be accessed by contacting the office of the Trust on 03 578 9695, or 0800 578 900, or by emailing the office at office@ngatiapakiterato.iwi.nz.

For the avoidance of doubt, unless the context requires otherwise, capitalised terms in this appendix will have the meanings given to those terms in the Current Deeds.

RESOLUTIONS

1. The Trust seeks the approval of the Adult Members to the following resolutions:

Special Resolution 1:

To **approve** amendments to the Current Trust Deed:

- (a) to change the definitions of Balance Date and Income Year;
- (b) to change the current term of 4 trustees from 3 years to 2.5 years to allow for the change of the Balance Date and Income Year;
- (c) to clarify the process to fill casual trustee vacancies; and
- (d) to comply with the Māori Fisheries Amendment Act 2024.

Special Resolution 2:

To **adopt** the Amended and Restated Ngāti Apa ki te Rā Tō Trust Deed as the new deed of trust for Ngāti Apa ki te Rā Tō Trust.

Special Resolution 3:

To approve amendments to the Current Charitable Trust Deed to change the definition of Income Year.

Special Resolution 4:

To adopt the Amended and Restated Charitable Trust Deed as the new deed of trust for Ngāti Apa ki te Rā Tō Charitable Trust.

Resolution 5:

To Approve that the amendments to the Ngāti Apa ki te Rā Tō Trust Deed are for the collective benefit of all Members of Ngāti Apa ki te Rā Tō.

Resolution 6:

To Approve that the amendments Ngāti Apa ki te Rā Tō Charitable Trust Deed are for the collective benefit of all Members of Ngāti Apa ki te Rā Tō.

2. In accordance with the requirements under the Current Trust Deed and the Māori Fisheries Act 2004, voting on Resolutions 1, 2, 3 & 4 will be by postal vote. Voting on resolutions 5 and 6 will be held in person at the SGM by a show of hands.

Amended and Restated Trust Deed

3. The amendments proposed by the Trust are set out in the respective draft Amended and Restated Deed. The amendments are summarised below.

Change of Balance Date and Income Year

4. A change of balance date to 30 September and income year to 1 October to 30 September would allow the Annual General Meeting (AGM) to be held in February or March. With the AGM held in the summer months it is anticipated that more members will travel to, and participate in, the AGM.
5. Before the balance date and income year can be changed to end on 30 September, an interim balance date of 31 March 2027 and income year 1 April 2027 to 30 September 2027 are required to be adopted. The reason the income year is being shortened rather than lengthened is due to the term requirements for trustees under Maori Fisheries Act 2004 (*Schedule 7 Kaupapa 1 (2)*). Currently, trustees are elected for 3 year terms at the AGM which must be held within 6 months after the end of each income year. It is not possible to extend Trustee terms beyond 3 years. An extension of the income year and associated delay in holding an AGM would lead to some Trustees' terms expiring before the AGM.

Change current trustee terms

6. To allow for the change in Balance Date and Income Year, 3 current trustees and the 3 trustees elected at AGMs in September 2026 (1) and September 2027 (2) will need to have their 3 year terms reduced to 2.5 years as follows:
 - a. March 2028 AGM – 3 trustees
 - b. March 2029 AGM – 1 trustee
 - c. March 2030 AGM – 2 trustees

Filling casual trustee vacancies

7. The process to appoint trustees to fill casual vacancies (i.e. when a trustee retires before the end of their 3 year term) when there are fewer than 4 trustees is clarified by the proposed amendments.

Updates relating to the Māori Fisheries Amendment Act 2024

8. The Trust Deed is updated to reflect the changes to Māori Fisheries Act 2004 by the Māori Fisheries Amendment Act 2024.
9. The Trust has taken the opportunity to update the Current Trust Deed to account for these changes.
10. The changes to the Amended and Restated Deed of Trust address the following matters:
 - (a) updating all references to Aotearoa Fisheries Limited income shares to refer to ordinary shares, to reflect the updated share status;
 - (b) deleting any language required by the old MFA but repealed and/or replaced under the MFAA;

Amended and Restated Charitable Trust Deed

11. The amendments proposed by the Charitable Trust are set out in the respective Amended and Restated Deed. The amendments are summarised below.

Change of Balance Date and Income Year

12. A change of balance date to 30 September and income year to 1 October to 30 September would allow the Annual General Meeting (AGM) to be held in February or March. With the AGM held in the summer months it is anticipated that more members will travel and participate in the AGM.
13. Before the balance date and income year can be changed to end on 30 September, an interim balance date of 31 March 2027 and income year 1 April 2027 to 30 September 2027 are required to be adopted. This is to keep income years between entities consistent.
14. As noted above, copies of the Amended and Restated Deeds are downloadable from www.ngatiapakiterato.iwi.nz or can be accessed by contacting the office for the Trust on 03 578 9695, or 0800 578 900 or by emailing the office at office@ngatiapakiterato.iwi.nz.

Copies of the Amended and Restated Deeds are downloadable from www.ngatiapakiterato.iwi.nz or can be accessed by contacting the office for the Trust on **03 578 9695**, or **0800 578 900** or by emailing the office at office@ngatiapakiterato.iwi.nz