Kerry John Ludlam

Independent Director

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Statement Of Purpose

I successfully built my business {Change Management Limited} as a provider of Business Advisory, Management Consultancy, Project Management and Leased Executive services working predominantly with SME businesses and NFP/NGO organisations over almost 30 years. I have transitioned over the last 6 years to work more in the Business Advisory and Governance (see page 3 for my roles as Independent Director / Trustee) space.

I joined forces with three like-minded, independent Business Advisors / Contract Executives under Management Response Limited (<u>https://www.managementresponse.nz/</u>) which was founded on the belief that Owners and Managers of medium sized businesses and Not for Profit (NFP) organisations need access from time to time to people with skills and experience to work with them, both "On the business" and "In the business". We provide Business Advisory and Governance services, and Contract Executive Resource to assist these Owners and Managers to lift performance and increase value.

Professional Memberships

2013 Institute of Directors in New Zealand Member {MInstD}

1985 Chartered Accountants Australia and New Zealand CA Member

Education

1995 University of Auckland Diploma in Business (Marketing) **1982 The University of Waikato** Bachelor of Management Studies – Honours Double Major in Accounting & Economics

Community & Sports Involvement

Cycling New Zealand

Road & Track National Grade Commissaire since October 2010

Core Competencies

My ability to connect vision and strategy with on the ground business culture is the cornerstone of my work, particularly in the past 15 years, as a provider of independent advisory services and contract executive resource in businesses ranging from \$5M - \$100M+ turnover. I have during this time built a reputation for the following:

- > A safe, trustworthy and respectful pair of hands offering sound stewardship
- > A very supportive and effective 2IC, capable of operating both independently and as a Team Member
- An ability to build strong and effective relationships at all levels, providing mentoring, direction & empowerment to employees and holding them accountable for making decisions, taking action and delivering value
- An effective change agent with a special ability to understand a business' culture, how it operates and what it's critical success factors are

I have developed a very good understanding of managing operations, investments, risks and opportunities and applying appropriate Board Governance processes in businesses across a wide range of industry sectors:

Agricultural / Horticultural Food Industrial / Commercial Not For Profit / Non-Governmental Organization Retail Telecommunications Aviation Import & Distribution Information Technology Manufacturing State Owned Enterprises

To complement my industry experience, I have worked both across the business and in specific functional roles within many businesses in the following areas of expertise:

Business Advisory Finance (Chief Financial Officer / Financial Controller) Investment (Financial) Mergers & Acquisitions Project Management Strategic Reviews

Business Re-engineering General Management Key Account Management Operations Management Sales & Marketing

My particular areas of expertise, relative to a Board's matrix of key skill and competency requirements, are:

- Compliance (i.e., Audit) and Risk
- Infrastructure and Investment
- Operations and Supply Chain
- Sales and Marketing
- Strategic / Business Re-engineering

Board Governance Roles

matter what the disability or skill level: https://workbridge.co.nz/

Trustee

The New Zealand Society for Music Therapy Known as: **Music Therapy New Zealand Council Member** Project Grants Group Portfolio Holder

August 2016 - August 2019

October 2016 - March 2018

Music Therapy New Zealand (MThNZ) works to raise awareness and understanding of music therapy in order to advance the provision of music therapy to all who will benefit from these services: www.musictherapy.org.nz

Fire Protection Association New Zealand (FPANZ) Treasurer

The Fire Protection Association New Zealand (FPANZ) is the national body for fire safety that provides information, services and education to the fire protection industry and the community at large: www.fireprotection.org.nz/

Kerry Ludlam

Independent Director

Hugh Green Family Trust

Hugh Green Family Trust (HGFT) is a private family trust with substantial funds invested in managed funds investments and an avid supporter of the Hugo Charitable Trust (Hugo) one of its beneficiaries: https://www.hugocharitabletrust.nz/

Workbridge provides a professional employment service for people with all types of disabilities and injuries no

October 2016 - October 2022

February 2021 - Present

Workbridge Incorporated Board Member Finance, Audit & Risk (FAR) Committee Member

Areas of Significant Expertise / Business Contributions

BUSINESS ADVISOR

Paint Tech Paint Supplies & Commercial Coatings Manufacturers

{Nov-16 to Mar-17}

> Provided mentoring, guidance and support to the Business Owners/Managers

Silverbridge NZ T/A Long Island

{Dec-11 to May-12}

- Provided mentoring, guidance and support to the Executive Director
- > Developed a strategic pathway for significant organic and acquisitive growth

STRATEGIC / BUSINESS RE-ENGINEERING

New Organisation Structure & Significant Performance Turnaround

- Workbridge Incorporated {Mar-13 to Dec-14}
- Recommended and contributed significantly to the implementation of a new Organisation Structure that has delivered greater focus, increased ownership & accountability and reduced Senior/Middle Management costs.
- Introduced a range of Reports (Weekly, Monthly, Quarterly) for both Management & Staff that regularly reported progress against key requirements/objectives to reinforce the business' focus on key outcomes.
- Worked closely & effectively with the Senior Management Team in driving a significant turnaround in performance to materially outperform the previous two years' Placements results for MSD
- Produced a Board paper "Income Growth Strategies" which recommended a number of short (i.e. 12 month) and medium term Income Growth & Diversification Strategies for Workbridge to progress

Implementation of New Business Market Organisation Structure

- Warehouse Stationery Limited {Apr-07 to Oct-07}
- Designed multi-channel (i.e. Online Retail Telesales) strategy
- Strategic review of Warehouse Stationery's B2B operation
- Implemented a new direct / database marketing platform supported by a Telesales operation.
- Re-engineered key business processes including non-range orders, pricing policy & structure, customer acquisition & care program and sales incentive scheme
- Developed a marketing communications program focused on customer acquisition, on-boarding, retention, increased share of wallet and customer reactivation
- > Implemented on time, within agreed financial parameters and with minimal disruption

Business Operating & Overhead Cost Review - Norfolk New Zealand {Feb-10}

Benchmarking and Operating & Overhead Cost Review resulting in a more efficient & cost effective organisation structure for the Norfolk New Zealand Group

Business Turnaround - Marsanta Foods {Jul-04 to Jan-06}

- Rebuilt the Management Team, significantly increased the resource capability within the business, and improved staff morale
- Refocused the business around its core competency and 3 key market segments
- Rationalised the product range, liquidating 740 products from a total of 1,440 active products
- Exited our transport fleet and our manufacturing operation.
- Increasing trading margins whilst maintaining sales levels and significantly reducing operating expenses
- Established the platform to generate positive EBIT results.

Establishment of 'Supply Solutions' - Paykel Engineering Supplies Limited {Jun-96 to Jun-99}

- Contributed to the establishment of a separate operating division providing supply chain management solutions including inventory, procurement and stores management functions
- Developed a company model to operate more effectively based around a Technical Sales Call Centre and a nationwide network of Sales Outlets.

Greenfields Start-up of 'Eurolift Ltd' - Hellaby Holdings Limited {Aug-94 to Apr-95}

Established a new Sales and Marketing company (Eurolift NZ limited) to represent certain Materials Handling (Forklift) agencies on an exclusive basis in New Zealand.

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GENERAL MANAGEMENT

Harvest Traders {Sep-05 to Mar-06}

Conducted full review of trading performance

- Identified key weaknesses in structure and personnel
- Established an organisation with clearly defined roles & responsibilities
- Implemented a product pricing review to recover lost margin
- Introduced cost control and cost reduction programs including external storage costs and merchandising hours
- Significantly increased sales performance.

Email Industries Limited – Element & Tube Division {Aug-93 to Jun-94}

- Unified the team environment, and successfully communicated commonly understood shared objectives
- Initiated a change in corporate culture involving all staff
- Dramatically reduced rework levels and positively impacted customer satisfaction

Hardi Winstone Limited {Nov-88 to Dec-90}

- > Developed strategic joint venture company to successfully join two previously unprofitable businesses
- Established a nationwide dealer network
- Introduced new marketing materials for products
- Implemented new and effective operating policies, procedures, and reporting systems
- > Managed the company's sales force and managed key relationships with overseas and local suppliers

SALES & MARKETING

Marsanta Foods

{Jul-04 to Jan-06}

- Secured a contract to supply the house brand range of Dried Fruit & Nut products for a major Food Service customer worth > \$500 k
- > Realigned the external sales team's focus to significantly improve sales effectiveness and efficiency
- Identified differentiated growth strategies and key account management for different customers
- Simplified the pricing structure

EziBuy Limited {Apr-02 to Nov-03}

- Contributed to the business' strategic direction within the General Management team
- Emphatic improvement in Group Net Sales and NPBT
- Opened two new and very successful retail stores
- Established outlet areas and effective channels for end of line disposal
- Successfully repositioned the corporate business channel to align it with its main market improving sales by 19% in 9 months
- Restructured Marketing Manager and CRM Forecasting Manager roles resulting in a significantly strengthened Sales & Marketing Management Team

Paykel Engineering Supplies Limited {Jun-96 to Jun-99}

- > Developed a customer intimacy programme focusing on major corporate customers
- Successful contract extension negotiations
- Designed and implemented a major sales promotion (Bullseye Hose Promotion)
- Implemented a new look / consistent marketing format and a sales promotional tool (Real Steel)
- Developed a new look / merchandising format for the branches

OPERATIONS / PROJECT MANAGEMENT

Master Kelwin Auckland Limited Establishment - Flooring Brands

{Sep-12 to Dec-12} Successfully managed the transition of the Hills Commercial Flooring business from Hills Floorings Limited into \geq Master Kelwin Auckland Limited

Centralised Payments Process / Finance Projects - Flooring Brands

- Successfully managed the centralisation of Flooring Brands Owned Stores' payments process \triangleright
- Completed a number of Finance projects within agreed timeframe and cost budgets ⊳

Installations Activity Best Practice - Flooring Brands

- Identified the steps required to establish a Best Practice Installations Activity process in Flooring Brands' \triangleright **Owned New Zealand Stores**
- Recommended a series of actions that will significantly improve both EBIT Performance and Customer Service \triangleright & Satisfaction levels

Preferred Suppliers & Sub-Contractors Review – Norfolk New Zealand {Apr-11 to Jun-11}

- Completed the work for Norfolk NZ to negotiate and establish Preferred Supply Agreements with respect to Air Conditioning Units, Insulation Materials, Sheetmetal and Auckland Sub-Contractors
- Developed a Sub-Contractor Management Process ready for implementation throughout the Group \triangleright

RFMS System Store Implementations - Flooring Brands

Successfully managed Flooring Brands store implementations in 5 Carpet Court / The Floorstore businesses throughout New Zealand, all implementations being completed within agreed budget and "Go Live" dates

{Apr-02 to Nov-03}

Demand Optimisation - EziBuy Limited

Introduced an external contact centre "overflow" arrangement early in 2003 to enable the business to meet peak demand and thus customer service levels in the most cost effective manner possible. avad KDI raaulta f or the 6 menths to 20 Cont 02

Improved KPI results for the 6 months to 30 Sept 03:		-
Total CC cost per call answered	Increased by	3.2 %
% calls answered	Improved by	5.9 %
Service level (80 % within 20 seconds target)	Improved by	19.8 %
Order : Calls ratio	Increased by	0.7 %

Support Office Restructure - Specialty Brands Limited {Jan-01 to Feb-02}

- Rationalised the number of external CMT Plants from 19 to 7 inside 6 months. \triangleright
- Improved the delivery performance of garments into retail stores \triangleright
- Successfully sold the Napier apparel manufacturing plant resulting in large one-off profit
- Increased the customer service ethic, staff responsiveness and productivity \triangleright

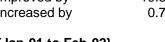
Liquidation - Frank M Winstone Limited T/A Hardi Winstone {Mar-91 to Sep-91}

- Successfully controlled the liquidation of the business assets (purchased from Bank appointed receivers) of \triangleright Hardi Winstone Limited whilst maintaining continuity of product supply to the markets until sensible long term distributors could be located / appointed.
- Generated significant cash funds for Hellaby well above the funds paid to settle all liabilities to the BNZ. ≻

{Sep-12 to Dec-12}

{Aug-10 to Jan-11}

{Nov-11 to Jan-12}



FINANCE

Contract Chief Financial Officer (CFO) – Hugo Green Family Trust

- > Proactive management of the administrative and financial functions for the Hugo Green Family Trust ("HGFT")
- Involvement with the Trustees and as a Trustee from February 2021 in working with JBWere and Milford
- Private Wealth on HGFT's managed funds investments
 Completion of monthly and annual accounts for HGFT and work with the external Accountants (KPMG) and Auditors (BDO) to produce the financial statements and file the tax return for HGFT

Contract Chief Financial Officer (CFO) – M & M Owens Private

- Proactive management of the financial function for M & M Owens' private investment interests including commercial and residential property investment and rental and financial investments in managed funds, NZD bonds and term deposits
- Completion of monthly and annual accounts for some of M & M Owens' private investment interests and work with the external Accountants (KPMG) to produce the financial statements and file the tax returns for these entities

Contract Chief Financial Officer (CFO) – Hugo Charitable Trust

- Proactive management of the administrative and financial functions for the Hugo Charitable Trust ("Hugo")
- Involvement with the Chief Executive and Trustees in recommending and/or evaluating Hugo's donations to worthy charitable organisations and individuals
- Involvement with the Chief Executive and Trustees in working with JBWere and Milford Private Wealth on Hugo's managed funds investments
- Completion of monthly and annual accounts for the Hugo Group, including charitable donations, commercial property investment and rental and financial investments in managed funds, NZD bonds and term deposits, and work with the external Accountants (KPMG) and Auditors (BDO) to produce the audited financial statements for inclusion in the Hugo Annual Report/Newsletter and filing with Charities Services

Contract Senior Finance Resource for Projects – Smartfoods

- Work with the Business Analysts to update the business' year-end forecast to 31 March 2018 (FY18), identify the gaps between the updated forecast and budget, the risks and opportunities associated with closing this gap and work with the Leadership Team to maintain the focus on and momentum to close this gap
- Extend the business' FY18 forecast to cover the forthcoming year (FY19), agree high level forecast assumptions with the Leadership team, identify the models requiring modification to meet the business' forecasting requirements and co-ordinate the execution and completion of the forecasting process with the Business Analysts and Leadership Team
- Alignment with the Leadership Team on the FY18 and FY19 forecasts, risks, and opportunities (including comparisons to previous "FY19 Bank and Audit forecasts") and agreement on the next steps in terms of communicating to key stakeholders
- Understand the impact of a new Chinese OEM customer's proposed payments terms on both cashflow and the balance sheet and determine the appropriate financial arrangements to support this trading relationship
- Completion of the recommended actions resulting from the FY17 Audit and update Smartfoods' policies and Related Parties Interest Register
- Preparation for the FY218 Annual Accounts and Audit process
- Review of business risks and mitigation strategies for insurance purposes

Contract Chief Financial Officer (CFO) – Smartfoods

- Proactive management of the administrative, financial and risk management functions for the business through a time of business change and complexity
- Perform a review of corporate services functionality assessing people, structure, process, documentation, and systems. Identify and communicate opportunities for improvement and implement remedial work as agreed
- Ensure Smartfoods statutory and legal obligations are met, prudent financial management and stewardship of the shareholders' investment occurs and lead the development and implementation of key financial strategies (and the metrics tied to those strategies) in support of the organisations strategic goals
- Provide Decision support in relation to new funding arrangements

{Dec-16 to Jun-17}

{Nov-17 to Mar-18}

{Jul-17 to Feb-22}

{Jul-17 to Present}

{Jul-17 to Present}

Contract Group Chief Financial Officer (CFO) – Oceania Aviation Group {Nov-14 to Oct-15}

- Supported, directed and mentored the existing Finance Team to improve current accounting processes & \triangleright practices, moving the organisation towards best practice
- Significantly improved the quality & integrity of the Group's Monthly Management Accounts and completed \triangleright comprehensive and accurate Annual (Year-End 31 March 2015) Financial Accounts for the Group
- Introduced a formal Work In Progress ("WIP") review process and worked with Divisional Managers to clean up and significantly reduce the Group's investment in WIP
- \triangleright Worked effectively with the Board and other Key Stakeholders in focusing on key issues & opportunities to be addressed in moving towards a sustainable business model
- Progressed the consolidation and simplification of the Group's existing legal and financial reporting structures \triangleright
- Developed and implemented a monthly Board Reporting Pack which met the information requirements of both \triangleright Senior Management and the Board

{Apr-10 to Jan-11} Finance Manager - Norfolk New Zealand

- Contributed to the development of a sustainable Service Business model which the business adopted \triangleright
- Significantly involved in negotiating a major reduction in exposure to Auckland Property lease commitments ⊳ and occupancy costs (\$347 k cost savings generated)
- Resolved a major stock problem, generated significant cash and reduced (> \$800 k) investment by 65% \triangleright
- Improved the robustness and transparency of the monthly Forecasting process \geq

Finance Manager – Flooring Brands {Feb-11 to Apr-11}

Fulfilled the role of Contract Finance Manager (incl. Project Manager RFMS Store Implementations) and contributed significantly to the successful induction and handover to their new Chief Financial Officer

Information Memorandum – Grip-Lock International {Feb-10}

Prepared an Information Memorandum for the sale of the Grip-Lock Business

Lincoln Capital Partners Limited

- {Nov-07 to Nov-09} Completed Due Diligence on a number of Lincoln Capital Partner's Acquisition ≻
- Developed strong working relationships with the Vendor Managers of the stores being acquired
- Improved the Acquisition Settlement Process both in terms of transparency and clarity \triangleright

Hugh Green Group {May-06 to Mar-07}

- Completed a significant backlog of accounts work and then the 31 March 2006 Annual Accounts consistent with the Group's timelines and expectations.
- Operated the Group's accounting processes in a more current state than for a significant number of years \geq

Specialty Brands Limited {Mar-00 to Dec-00}

- Improved the timeliness and quality of monthly and annual Accounts \triangleright
- Successfully managed the Group's lease property portfolio \triangleright
- ≻ Resolved a number of material issues outstanding prior to my arrival.

AB Equipment Limited {Oct-91 to Aug-93}

- Played a significant role in restoring the company to profitability
- ⊳ Significantly improved the level of interaction between the Marketing and Administration arms of the company and became a recognisable and acceptable deputy for the company's Chief Executive.

SOE Creation - NZ Post Limited {Jan-87 to Mar-87}

Appointed as the sole finance representative to the Corporate Planning Team with responsibility for separating the Post Office into three distinct businesses and ultimately assumed responsibility for the Post/Agency (NZ Post) business.

INFORMATION TECHNOLOGY

RFMS System Store Implementations - Flooring Brands

Successfully managed Flooring Brands store implementations in 5 Carpet Court / The Floorstore businesses throughout New Zealand, all implementations being completed within agreed budget and "Go Live" dates

Systems Implementation - Stowers Containment Solutions {Apr-04 to Aug-04}

Picked up & completed under cost budget the systems (Exonet) integration project bringing the two previously independent businesses (North Island & South Island) onto one platform

Systems Implementation - NZ Post Limited {Apr-87 to Dec-87}

Developed and installed computerised General Ledger, Accounts Receivable & Accounts Payable packages (McCormack & Dodge software).

Referees

Business

Personal

Referees will be arranged on request.

{Aug-10 to Jan-11} 5 Carpet Court / The Flo