
LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/voting/PGC>

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the reply paid envelope or address to :
Link Market Services
PO Box 91976
Auckland 1142

Deliver:

Link Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD PYNE GOULD CORPORATION LIMITED 2022 ANNUAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Pyne Gould Corporation Limited (the "Company") will be held at **Sarnia House, Le Truchot, St Peter Port, Guernsey, commencing at 10:30am (GMT), Wednesday, 23 November 2022, (11:30pm, 24 November 2022, NZT)**. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to the Company's share registry, Link Market Services, by no later than **5:00pm (NZT) on Tuesday, 22 November 2022** (48 hours before the time appointed for holding the meeting).

Appointment of proxy

Any Shareholder entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or a body corporate who need not be a Shareholder of the Company. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairperson is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card with you to the Meeting** to assist with your registration.

A corporation which is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of Link Market Services Limited, in any manner as per the instructions below

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/PGC> to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of Pyne Gould Corporation Limited hereby appoint:

_____ of _____
 (full name of proxy) (full address)

Or

_____ of _____
 (full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of Pyne Gould Corporation Limited to be held on Wednesday, 23 November 2022 (GMT) and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item.

BUSINESS

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. That the Financial Statements and Directors' Report for the year ended 30 June 2022 be received and adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Grant Thornton be re-appointed as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the directors are hereby authorised to fix the remuneration of the Company's auditors for their next period of office.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Paul Dudley be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Russell Naylor be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. THAT the Company be generally and unconditionally authorised, in accordance with the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make market purchases (as defined in that Law) of Ordinary Shares of NZ\$0.01 ("Ordinary Shares"), either for retention as treasury shares for future resale or transfer or cancellation, provided that: <ul style="list-style-type: none"> a. the maximum number of Ordinary Shares hereby authorised to be purchased shall be a number up to 15 percent of the issued Ordinary Shares on the date on which this resolution is passed; b. the minimum price which may be paid for an Ordinary Share shall be NZ\$0.01 per share; c. the maximum price which may be paid for an Ordinary Share shall be NZ\$5.00; and d. unless previously varied, revoked or renewed, the authority hereby conferred shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under such authority and may make a purchase of Ordinary Shares pursuant to any such contract. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.