



**PYNE GOULD CORPORATION LIMITED**  
 (company incorporated in Guernsey with registration number 57987)

**PROXY/VOTING FORM – 2023 ANNUAL GENERAL MEETING**  
**On Thursday 14 December 2023 at 10:30 am**

1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL  
 Tel+44 (0) 20 3530 3632

I/We (full name) .....

being a member of Pyne Gould Corporation Limited (the "**Company**"), do hereby appoint the Chairman of the Annual General Meeting ("**AGM**"), or the Company Secretary, such appointment being determined at the Chairman's discretion, OR

.....

.....  
 (name and address of proxy in block capitals)

as my/our proxy to attend, and on a poll, vote for me/us and on my/our behalf at the AGM of the Company to be held at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL on 14 December 2023 at 10:30am or any adjournment thereof.

The proxy is to vote in respect of:

ALL of my Ordinary Shares OR the number of Ordinary Shares specified below (\*delete as appropriate)

.....Ordinary Shares

Please tick here if this proxy appointment is one of multiple appointments being made   
 as follows:

	FOR	AGAINST	VOTE WITHHELD
<b>ORDINARY RESOLUTIONS</b>			
1. That the Financial Statements and Directors' Report for the year ended 30 June 2023 be received and adopted.			
2. That Grant Thornton be re-appointed as auditors of the Company.			
3. That the directors are hereby authorised to fix the remuneration of the Company's auditors for their next period of office.			
4. That George Kerr Dudley be re-elected as a Director of the Company.			
5. That Noel Kirkwood be re-elected as a Director of the Company.			

<p>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:</p> <p>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;</p> <p>b. the minimum price which may be paid for an Ordinary Share shall be NZ\$0.01 per share;</p> <p>c. the maximum price which may be paid for an Ordinary Share shall be NZ\$5.00; and</p> <p>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.</p>			
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**\*please complete either "For", "Against" or "Vote withheld" for each resolution by marking "X" in the relevant box. If no indication is given, your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the AGM) as he/she thinks fit.**

**IF BY AN INDIVIDUAL:**

**IF FOR AND ON BEHALF OF A CORPORATION:**

Signed by:.....

Signed by:.....

For and on behalf of:

.....

Dated:.....2023

Position: .....

Dated:.....2023

## NOTES TO THE FORM OF PROXY:

1. Only holders of Ordinary Shares or their duly appointed representatives, are entitled to attend, speak and vote at the AGM provided that all calls due from him/her in respect of his/her shares have been paid. A member so entitled may appoint one or more proxies to attend, speak and vote instead of him/her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. The proxy may be an individual or a body corporate who need not be a member of the Company. A shareholder entitled to more than one vote need not, if he/she votes, use all his/her votes or cast all the votes he/she uses in the same way.
2. You may appoint one or more proxies of your choice. If you require any proxy, other than the Chairman of the AGM, delete the words "the Chairman of the AGM, or", add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to speak and vote on any other business which may properly come before the AGM. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. The "Vote Withheld" option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
4. This Form of Proxy must be signed and dated by the shareholder or his/her attorney duly authorised in writing. A corporation must seal the Form of Proxy or have it signed by an officer or attorney or any other person authorised to sign on its behalf.
5. Joint registered holders of shares shall not have the right of voting individually in respect of such share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members of the Company shall alone be entitled to vote.
6. To appoint more than one proxy to vote in relation to different Shares within your holding you may photocopy the form. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
7. If this Form of Proxy is returned without any indication as to how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting (including on any other matter which may properly come before the AGM).
8. **To be valid, this Form of Proxy must be completed and deposited, together with the power of attorney or any other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company Secretary, Pyne Gould Corporation Limited, 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL OR may be emailed to [nicole.barnes@apexfs.group](mailto:nicole.barnes@apexfs.group) not later than forty-eight hours before the time appointed for holding the meeting, .or, if applicable, not less than 48 hours before the time fixed for holding any adjournment of the AGM (excluding weekends and public holidays). Completion and return of a Form of Proxy will not preclude a member from attending, speaking and voting in person at the AGM.**
9. The termination of the authority of a person to act as proxy must be notified to the Company in writing.
10. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
11. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.