



Plexure Group Limited

## Lodge your proxy



Online  
[www.investorvote.co.nz](http://www.investorvote.co.nz)



By Mail  
Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142, New Zealand

## For all enquiries contact



+64 9 488 8777



[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

A Special Meeting of Plexure Group Limited will be held as a virtual meeting online through the Computershare Meeting Platform <https://meetnow.global/nz> on Friday 24th September 2021 at 3.00pm. Shareholders can participate and vote online in accordance with the instructions in Plexure's Notice of Meeting. If you propose not to join the special meeting, but wish to appoint a proxy, please complete this form in accordance with the instructions below.

## Proxy/Voting Form



[www.investorvote.co.nz](http://www.investorvote.co.nz)

Lodge your proxy online, 24 hours a day, 7 days a week:

**Smartphone?**

Scan the QR code to vote now.

### Your secure access information

**Control Number:**

**CSN/Securityholder Number:**

**PLEASE NOTE:** You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



**For your proxy to be effective it must be received before 3.00pm on Wednesday 22nd September 2021**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead by signed notice in writing. A proxy need not be a shareholder of the Company. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If you wish to give your proxy discretion then you must mark the appropriate boxes on the form to grant your proxy that discretion. The Chairman of the Meeting and any Director are willing to act as proxy for any shareholder and if appointed as proxy intend to vote all discretionary proxies in favour of the relevant resolution.

### Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. If you do not tick any box for a particular resolution, then your instruction for your proxy will be to abstain from voting. If you mark more than one box on an item your vote will be invalid on that item. The Company will disregard any votes that are subject to voting restrictions.

Any undirected votes in respect of a resolution, where the Chair or any other Director is appointed proxy, will be voted in favour of the relevant resolution, other than when he or she is prohibited from voting on that resolution.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will be voted in accordance with the Chair's discretion.

### Attending the Virtual Meeting

You can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. For further information, please review the enclosed Virtual Meeting Guide.

### Voting Exclusions

In accordance with NZX Listing Rule 6.3.1, and rule 17(2) of the Takeovers Code, any person to whom it is proposed to issue the new equity securities referred to in resolutions two and three, and their Associated Persons (as defined in the NZX Listing Rules) and associates (as defined in the Takeovers Code), are unable to vote in favour of the relevant resolution and the Company will disregard any votes cast on the relevant resolution by such persons (Resolution Two And Three Disqualified Persons).

While NZX Listing Rule 6.3.3 provides that the Company need not disregard a vote if it is cast by a person (including a Resolution Two And Three Disqualified Person) as proxy for a person who is entitled to vote on the relevant resolution, provided it is made in accordance with that person's express instructions to vote for or against the resolution, the same exception is not included in the Takeovers Code. Accordingly the Company will disregard a vote cast on resolutions two or three by a Resolution Two And Three Disqualified Person if it is cast as proxy in accordance with express instructions.

NZX Listing Rule 6.3.1 provides that any person to whom it is proposed to issue the new equity securities referred to in resolution four, and their Associated Persons (as defined in the NZX Listing Rules), are unable to vote in favour of resolution four and the Company is to disregard any votes cast on resolution four by such persons (Resolution Four Disqualified Persons). However, the Company has received a waiver from NZX Regulation Limited (NZRegCo) allowing any participant in the Shareholder Offer element of the Capital Raising who was an existing Shareholder to vote on resolution four, provided that all institutional investors, including those also participating in the Institutional Placement element of the Capital Raising, are precluded from voting on the Capital Raising. Accordingly, the only Resolution Four Disqualified Persons are all institutional investors, including those also participating in the Institutional Placement element of the Capital Raising.

Persons subject to a voting restriction may not be appointed as a discretionary proxy (but can be appointed as a non-discretionary proxy and expressly directed how to vote if appointed by a person who is not disqualified from voting).

## Signing Instructions for Postal Forms

### Individual

Where the holding is in one name, the securityholder must sign.

### Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

### Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

### Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

### Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form to vote**

# Proxy/Voting Form



## Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address \_\_\_\_\_

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

### STEP 1

## Appoint a Proxy to Vote on Your Behalf

I/We being a securityholder/s of **Plexure Group Limited**

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Special Meeting of Plexure Group Limited to be held as a virtual meeting online through the Computershare Meeting Platform <https://meetnow.global/nz> on Friday 24th September 2021 at 3.00pm** and at any adjournment thereof; and to vote on any resolution to amend a resolution, on any resolution so amended and on any other resolution proposed.

### STEP 2

## Items of Business - Voting Instructions/Ballot Paper

**Please note:** 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 in computing the required majority.

### Special Resolution

- |   | For                      | Against                  | Abstain                  | Proxy Discretion         |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. That, for the purposes of NZX Listing Rule 5.1.1 and section 129 of the Companies Act, the shareholders approve the entry into and execution, and the performance, by the Company of the Merger Agreement for the purchase of all of the shares in Task for a total purchase price of A\$120 million, to be satisfied by way of A\$30 million in cash payable on completion and A\$90 million in shares of the Company to be issued on completion (or subsequent to completion, as applicable), and to authorise the directors of the Company to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to give effect to the Proposed Transaction. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### Ordinary Resolutions

- |   |                          |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 2. That, for the purposes of rule 7(d) of the Takeovers Code and NZX Listing Rule 4.1.1, the Company may issue 137,141,858 fully paid ordinary shares in the Company at a price of NZ\$0.60 per share to the Sellers and Latimer Partners in the proportions set out in the Merger Agreement, and to authorise the directors of the Company to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue such shares which, when issued, will rank pari passu (equally) with all existing ordinary shares of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That, for the purpose of rule 7(d) of the Takeovers Code and NZX Listing Rule 4.1.1, the Company may issue 20,090,846 Deferred Share Rights (with the terms set out in the Task LTI Scheme) on Completion, which are exercisable on vesting into fully paid ordinary shares in the Company, to contractors and employees of the Task Group, and to authorise the directors of the Company to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue Deferred Share Rights which, when vested and exercised, will allow shares to be issued that will rank pari passu (equally) with all existing ordinary shares of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. That, for the purposes of NZX Listing Rule 4.1.1, the Company may issue up to 40 million fully paid ordinary shares in the Company at a price of NZ\$0.52/AU\$0.50 per share pursuant to applications under the Capital Raising, being 30 million shares placed to certain institutional/sophisticated/professional investors in Australia and New Zealand (the "Institutional Placement") and 10 million shares placed to participating existing Shareholders resident in New Zealand who did not also participate in the Institutional Placement, and to authorise the directors of the Company to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue such shares which, when issued, will rank pari passu (equally) with all existing ordinary shares of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): \_\_\_\_\_ and (Email): \_\_\_\_\_

**Shareholders can still attend the meeting, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).**

### SIGN

**Signature of Securityholder(s)** This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_