

Lodge your Proxy



Online
www.investorvote.co.nz



By Mail
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Private Bag 92119, Auckland 1142, New Zealand

For all enquiries contact





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corporateactions@computershare.co.nz

Proxy/Voting Form

	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/Shareholder Number:	
PLEASE NOTE: You will need your CSN/Shareholder 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 by 10.30am on Tuesday 25 October 2022.		
VIRTUAL MEETING		
Notice is hereby given that the Annual Meeting of Solution Dynamics Limited is to be held as a hybrid meeting (virtual and in-person) on Thursday 27 October 2022 commencing at 10.30am in the Company's offices, 18 Canaveral Drive, Albany, Auckland, and online at Computershare Meeting Platform https://meetnow.global/nz .		

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 virtual meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the company. If you wish to appoint a director, as your proxy, the Company's Chairman (John McMahon) is willing to act on your behalf. To do this, enter 'the chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. If the chairman is appointed as proxy and the voting is left to his discretion, the chairman intends to vote in favour of each of Resolutions 1, 2 and 3. However, the chairman will only be able to vote on Resolution 4 in accordance with your express instructions (see Voting Restrictions in the Explanatory Notes).

Voting on your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item. The only persons entitled to exercise votes at the meeting will be those who are registered as shareholders at 10.30am on Tuesday 25 October 2022, and only the shares registered in those shareholders' names at that time will carry a right to vote at the meeting. This does not limit the right of eligible shareholders to appoint a proxy (or, if they are a company, a corporate representative).

Attending the Meeting Virtually

If you propose to attend the meeting, please read the enclosed Virtual Meeting Guide prior to the meeting. You can participate in the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/NZ>. You will be able to view presentations, ask questions and cast your vote from your own computer, mobile or similar device. For any assistance with the online process, you may contact Computershare on +64 9 488 8777 between 8.30am–5.00pm Monday to Friday.

Signing Instructions for Postal Forms

Individual

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

Joint Holding

Where the holding is in more than one name, all of the shareholders 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 or alternatively you may send your questions via email to the Company Secretary chrive@solutiondynamics.com. Please also include your name and shareholder number.

Turn over to complete the form to vote

Proxy/Voting Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Solution Dynamics Ltd

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 **Annual General Meeting of Solution Dynamics Ltd to be held at the Company's offices, 18 Canaveral Drive, Albany, Auckland, and online at Computershare Meeting Platform <https://meetnow.global/nz> on Thursday 27 October 2022 at 10.30am** or at any adjournment of that meeting.

STEP 2 Items of Business – Voting Instructions/Ballot Paper

Please note: In the event I/we have not expressed any intention or the intention is unclear (in my/our proxy's sole opinion), my/our proxy will vote as they see fit.

Ordinary Resolutions	For	Against	Proxy Discretion	Abstain
1. That the board be authorised to fix the remuneration of Grant Thornton as the Company's auditors. See Explanatory Note 2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr Elmar Toime who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rules and in accordance with the Company's constitution, and being eligible, offers himself for re-election as a director. See Explanatory Note 1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Ms Lee Eglinton who is retiring by rotation as required by Listing Rule 2.7.1 of the NZX Listing Rules and in accordance with the Company's constitution, and being eligible, offers herself for re-election as a director. See Explanatory Note 1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the directors be authorised to fix the remuneration of the directors of the Company from the close of this meeting as per the table shown in Explanatory Note 3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your proxy is not the chairman 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): _____

SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual General Meeting of Solution Dynamics Ltd to be held at the Company's offices, 18 Canaveral Drive, Albany, Auckland, and online at Computershare Meeting Platform <https://meetnow.global/nz> on Thursday 27 October 2022 at 10.30am.