
LODGE YOUR PROXY FORM

Online: <https://investorcentre.linkmarketservices.co.nz/voting/mhm>

Scan & Email: meetings@linkmarketservices.com
(Please use "MHM Proxy Form" as the subject for easy identification).

By mail:

Use the enclosed reply paid envelope or address to:
Link Market Services
PO Box 91976, Auckland
1142, New Zealand.

By hand:

Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West,
Auckland, New Zealand.

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



General Enquiries

+64 9 375 5998 or email: enquiries@linkmarketservices.com

PROXY FORM FOR THE 2022 ANNUAL MEETING

Notice is hereby given that the 2022 Annual Meeting of Shareholders of MHM Automation Limited will be held at Chateau on the Park, Tower Room, 189 Deans Avenue, Riccarton, Christchurch 8011 and online at www.virtualmeeting.co.nz/mhm22, on **Thursday, 27 October 2022, commencing at 2:00pm** (New Zealand time). If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

If you 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 Limited, **by no later than 2:00pm, Tuesday, 25 October 2022**. You can also appoint your proxy online by going to <https://investorcentre.linkmarketservices.co.nz/voting/mhm> or by scanning the QR code above with your smartphone.

APPOINTMENT OF PROXY

If you DO NOT plan to attend the meeting, in person or online, you may appoint a proxy. The proxy need not be a shareholder or Director but the Chair of the meeting or any other Director is willing to act as proxy for any shareholder who appoints him or her for that purpose. If, in appointing your proxy, you do not name a person as your proxy, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may vote only in accordance with your express direction.

VOTING OF YOUR HOLDING

Direct your proxy how to vote by making the appropriate election, on this Proxy Form, in respect of the item of business (Resolution 1 to 4). If you do not make an election in respect of that resolution your proxy may vote as they choose. If you make more than one election in respect of the resolution your vote will be invalid on that resolution.

PROXY DISCRETION

If you expressly appoint the Chair of the meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they may exercise your vote even if they have an interest in the outcome of that resolution.

The Chair of the meeting and the Directors intend to vote all discretionary proxies in favour of the resolution.

VOTING RESTRICTIONS

Pursuant to NZX Listing Rule 6.3.1, the Company will disregard any votes on Resolution 3 by any Director of the Company and any associated person of any Director of the Company, except where any such vote is cast by the Director or one of their associates as proxy for a person who is qualified to vote and only in accordance with that person's express instructions.

ATTENDING THE MEETING

If you wish to vote in person you should attend the meeting. Please bring this form with you to the Meeting to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

SIGNING INSTRUCTIONS FOR PROXYFORMS

Individual

Where the holding is in one name, the security holder must sign.

Joint holding

Where the holding is in more than one name, either of the joint holders (or their duly authorised attorney) may sign this Proxy form.

Company

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

Power of Attorney

If this Proxy Form has been signed by an attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

PROXY / CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of MHM Automation Limited hereby appoint:

_____ of _____
(Full Name) (E-mail Address)

Or _____ of _____
(Full Name) (E-mail Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Shareholders of MHM Automation Limited to be held on Thursday, 27 October 2022 at 2:00pm and at any adjournment of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

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.

ORDINARY BUSINESS

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

		Tick (✓) in box to vote			
		For	Against	Abstain ¹	Proxy Discretion ²
1.	That Paul Smart, who retires as a director and, being eligible offers himself for re-election by shareholders, be re-elected as a director.	☐	☐	☐	☐
2.	That George Rolleston, who retires as a director and, being eligible offers himself for re-election by shareholders, be re-elected as a director.	☐	☐	☐	☐
3.	To approve the establishment of a directors pool of \$360,000 per annum (plus GST where applicable). That, for the purposes of NZX Listing Rule 2.11.1, this is the maximum aggregate amount of remuneration payable by the Company to its Directors (in their capacity as Directors of the Company). Effective on and from 1 st November 2022.	☐	☐	☐	☐
4.	To record the re-appointment of BDO as auditors of the Company and to authorise the Directors to fix the auditors remuneration.	☐	☐	☐	☐

¹If you mark the 'Abstain' box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

² If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders attending the Annual Meeting in person or virtually will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, or if you are attending and would like to ask a question in advance, you can submit such question by going to <https://investorcentre.linkmarketservices.co.nz/voting/mhm> and completing the online validation process. Alternatively you can complete the question section below and return it to Link Market Services. Questions will need to be submitted by **2:00pm on Tuesday, 25 October 2022**. The Board will endeavour to address all appropriate questions at the Annual Meeting.

Question:

STEP 4: 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 & Proxy by mail and wish to receive your future investor communications by email please provide your email address below.
