

ELAINE KITTO &
RUSSELL KITTO
22A FYFFE STREET
WITHERLEA
BLLENHEIM 7201



CSN/Holder Number: 331200514

PROXY FORM FOR THE 2023 SPECIAL MEETING

The Southern Charter Financial Group Limited (SNC) Special Meeting of Shareholders will be held on **Monday, 9 January 2023 commencing at 3pm NZDT.**

VIRTUAL SHAREHOLDER MEETING

To participate in the meeting online please use the following link to SNC's virtual meeting Zoom platform:

<https://us02web.zoom.us/j/86941652872?pwd=SHMzSkhpanhUSzM2NzFMSklic1cWdz09>

Meeting ID: 869 4165 2872

Passcode: 188002

APPOINTMENT OF PROXY

If you are a shareholder entitled to attend and vote at the Special Meeting, you are entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of you. This Proxy Form may be completed online, mailed, delivered or scanned and emailed in accordance with the instructions above.

A proxy can be any person of your choice and does not have to be a shareholder of SNC. If you wish, you can appoint the Chair of the Meeting as your proxy. The Chair will vote in accordance with your instructions. If you return this form without appointing a proxy but have indicated on this form how you wish to vote, the Chair of the meeting will vote in accordance with your express instructions.

VOTING OF YOUR HOLDING

Direct your proxy how to vote by making the appropriate election in respect of each item of resolutions. If you elect "proxy discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you elect "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. If you make more than one election in respect of a resolution your vote will be invalid on that 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.

VOTING RESTRICTIONS

There are no voting restrictions.

PROXY DISCRETION

If you appoint the Chair of the Meeting or any other Director as

LODGE YOUR PROXY

Online:

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

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the enclosed 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

your proxy and also elect "proxy discretion", 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.

ATTENDING THE MEETING

The 2023 Special Meeting will be held online only and shareholders can attend at:

<https://us02web.zoom.us/j/86941652872?pwd=SHMzSkhpanhUSzM2NzFMSklic1cWdz09>

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SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

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

Joint holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

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.

For your proxy to be effective it must be lodged with Link Market Services by no later than **9am, Monday, 9 January 2023 NZDT.**

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/SNC> to appoint your proxy or turn over to complete the form.



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PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I / We being a shareholder(s) of Southern Charter Financial 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 Shareholders of Southern Charter Financial Group Limited to be held virtually on Monday 9 January 2023 commencing at 3pm NZDT and at any adjournment of that meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

ORDINARY RESOLUTIONS

FOR AGAINST ABSTAIN PROXY DISCRETION

- | | | | | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. Approval of Entry into Licence Agreement: That, under NZX Listing Rule 5.1.1(a), SNC's entry into the Licence Agreement and any related series of transactions to commercialise the rights granted under the Licence Agreement on the basis described in this Notice is approved. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|--------------------------|

And to vote on any resolution to amend 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 as he/she thinks fit. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

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