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## LODGE YOUR PROXY

**Online:**

<https://investorcentre.linkgroup.nz/voting/GSH>

(CSN/holder number and authorisation code (FIN) required to vote)

**Scan & email:**

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

**Mail:**

Use the enclosed reply paid envelope or address to:  
Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142

**Deliver:**

Link Market Services Limited  
Level 30, PwC Tower,  
15 Customs Street West, Auckland 1010

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### Scan this QR code with your smartphone and vote online



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**General Enquiries**

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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## PROXY FORM/ADMISSION CARD FOR GOOD SPIRITS HOSPITALITY LIMITED'S 2023 COMBINED SPECIAL MEETING AND ANNUAL MEETING OF SHAREHOLDERS

The Good Spirits Hospitality Limited ("Company") combined Special Meeting and Annual Meeting (the "Meeting") of Shareholders will be held in person at the offices of Buddle Findlay, Level 18, 188 Quay Street, Auckland on Thursday, 26 October 2023, commencing at 2.30pm.

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 2.30pm, Tuesday, 24 October 2023. You can also appoint your proxy online by going to <https://investorcentre.linkgroup.nz/voting/GSH> or by scanning the QR code above with your smartphone.

### Appointment of proxy

If you are a shareholder entitled to attend and vote at the Meeting, you are entitled to appoint a proxy 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 need not be a shareholder of the Company. A company may appoint a person to attend and vote at the Meeting as its representative in the same manner as a proxy is appointed. If you wish, you can appoint the Chair of the Meeting as your proxy.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election in respect of each resolution. If you elect "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 the "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 resolution, then your proxy may vote or abstain from voting as they see fit. If the Chair of the Meeting is appointed as your proxy but you have not directed the Chair how to vote on a particular resolution, the Chair intends to vote your shares in favour of all of the resolutions.

### Voting Restrictions

Voting Restrictions apply to Resolution 1 and 3. Please refer to the Notice of Meeting for more details.

### Attending the Meeting

If you are entitled to vote and wish to do so in person, you should attend the Meeting and **bring this form with you to the Meeting.**

### Signing instructions for proxy forms

#### Individual

Where the holding is in one name, this form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

#### Joint Holding

At least one joint security holder should sign this form (on behalf of all joint security holders). If different joint security holders purport to appoint different proxies, the vote of the proxy appointed by the first named joint security holder in the Company's share register will prevail.

#### Power of Attorney

This form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions above, **not later than 2.30pm on Tuesday, 24 October 2023.**

#### Corporate Shareholder

In the case of a corporate shareholder, this form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

# PROXY/CORPORATE REPRESENTATIVE FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Note: If you wish, you may appoint the Chair of the Meeting as your proxy. To do this, enter "the Chair" in the space allocated below.

I/We being a shareholder(s) of Good Spirits Hospitality Limited

appoint \_\_\_\_\_ at \_\_\_\_\_  
(full name of proxy) (address)

or failing that person \_\_\_\_\_ at \_\_\_\_\_  
(full name of proxy) (address)

as my/our proxy to vote for me/us on my/our behalf at the Meeting of the Company to be held in person at **the offices of Buddle Findlay, Level 18, 188 Quay Street, Auckland on Thursday, 26 October 2023**, commencing at **2.30pm** and at any adjournment of that meeting.

## 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. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted computing the required majority, for that item.

### BUSINESS OF THE MEETING

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

	Tick ( ) in box to vote		
	For	Against	Abstain
<b>ORDINARY RESOLUTIONS:</b>			
1. That the sale of the business and assets of the GSH, GSH No.1 and GSH No.3 (other than the Excluded Assets) to BOQ and/or BOQ Nominees for the aggregate purchase price of \$20,701,400 plus GST (if any) on completion of the Asset Sale (subject to adjustment in accordance with the Sale Agreement) is approved for the purposes of Listing Rule 5.1.1(a) and (b) (in respect of a significant change in the nature of the business of, and in respect of a significant transaction for, the Company) and Listing Rules 5.2.1(a) and (b) (in respect of a transaction with Related Parties of the Company or who will be a beneficiary of such a transaction) and for all other purposes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That, subject to the shareholders of the Company approving the Asset Sale, the Asset Sale being completed, the Binding Ruling being obtained and the solvency test in the Companies Act being satisfied, the Company distributes an amount equal to \$600,000 less the costs of obtaining the Binding Ruling and any applicable taxes by way of a dividend to the shareholders of the Company in amounts proportionate to their respective shareholding.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the delisting of the Company from the NZX Main Board is approved and the directors of the Company are authorised to undertake all actions and enter into any agreement and other documents necessary to give effect to this Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the appointment of UHY Haines Norton as external auditor of GSH on 14 June 2023 be ratified and approved and that the Board be authorised to fix the fees and expenses of UHY Haines Norton for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL RESOLUTION:</b>			
5. That clause 22 of the Company's Constitution is deleted and replaced with the following clauses:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>22. Delisting from NZX</b>			
If the Company and its subsidiaries ( <b>Group</b> ):			
(a) have disposed of, or have contracted to dispose of assets (other than cash, debtors and shares) the value of which in the Board's opinion are more than three quarters of the Group's assets (other than cash, debtors and shares) before the disposition; or			
(b) have ceased to carry on their business and have no surplus assets (except for any funds withheld for legal, accounting, tax and any other professional fees and costs in relation to the eventual liquidation or deregistration of the Group),			
the Board may (at any time) request that the Company cease to be listed on the NZX Main Board and any previous request made before 26 October 2023 shall be deemed to not at any time be in breach of this Constitution provided that either of subparagraphs (a) or (b) of this clause applied at the time of the request.			

**23. Liquidation or Deregistration**

The Board may (i) appoint a liquidator (the identity of whom is to be determined by the Board) to the Company upon a resolution of the Board being passed that the Company cease to carry on business or (ii) request that the Registrar of Companies remove the Company from the New Zealand Register of Companies on either of the grounds specified in section 318(2) of the Companies Act 1993.

and to vote on any resolutions to amend any of the resolutions (other than a special resolution), on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). If you do not mark any appropriate box for a particular resolution then your proxy may vote or abstain from voting as they see fit. The proxy is appointed only in respect of the above meeting or any adjournment thereof. The resolutions above are stated in brief. Please refer to the Notice of Combined Special Meeting and Annual Meeting of Shareholders 2023 for the full text of the resolutions and the explanatory notes.

**STEP 3: SHAREHOLDER QUESTIONS**

Shareholders present at the Meeting, will have the opportunity to ask questions during the Meeting. Shareholders can submit a question prior to the Meeting online by going to <https://investorcentre.linkgroup.nz/voting/GSH> and completing the online validation process, or by completing the question section below and returning this form to Link Market Services. Questions will need to be submitted by 2.30pm on **Tuesday 24 October 2023**. The Company has the discretion as to which of these questions will be addressed at the Meeting.

Question:

**SIGN: SIGNATURE OF SHAREHOLDER(S)** This section must be completed

**Shareholder 1**

[Signature box for Shareholder 1]

**Shareholder 2**

[Signature box for Shareholder 2]

**Shareholder 3**

[Signature box for Shareholder 3]

Individual/Authorised Officer or attorney

Individual/Authorised Officer or attorney

Individual/Authorised Officer or attorney

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

**Electronic Investor Communications:** If you received the notice of meeting and proxy form by mail and wish to receive your future investor communications by email, please provide your email address below.

[Email address input box]