



## LODGE YOUR PROXY

### Online:

[vote.linkmarketservices.com/THL](https://vote.linkmarketservices.com/THL)

### Scan & email:

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

### Deliver:

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

### Mail:

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

Scan this QR code with your smartphone and vote  
online



### General Enquiries

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

## PROXY FORM/VOTING PAPER/ADMISSION CARD FOR TOURISM HOLDINGS LIMITED'S 2023 ANNUAL MEETING

The Annual Meeting of Shareholders of Tourism Holdings Limited (Company) will be held at the offices of **Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland** and online via the Link Market Services Virtual Meeting platform at [www.virtualmeeting.co.nz/thl23](https://www.virtualmeeting.co.nz/thl23) on **Thursday, 19 October 2023 at 12:30pm**. If you will be attending online, you will require your Holder Number for verification purposes.

If you will not attend the Meeting but wish to be represented by proxy or cast a postal vote, please complete and return this form (in accordance with the lodgement instructions above) to **thl's** share registry, Link Market Services, by no later than **12:30pm, Tuesday, 17 October 2023**.

You can also appoint your proxy or cast your postal vote on the resolutions on the reverse of this form online by going to [vote.linkmarketservices.com/THL](https://vote.linkmarketservices.com/THL) or by scanning the QR code above with your smartphone.

### Appointment of proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of that shareholder. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy need not be a holder of shares.

#### *Voting of your holding*

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 8) 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.

#### *Appointing the Chair of the Meeting as your Proxy*

The Chair of the Meeting is willing to act as proxy for any shareholder who may wish to appoint her for that purpose. Where a direction is not given to the Chair as to how to cast the vote on any Resolution, then the Chair intends to vote in favour of the Resolution, unless specifically disqualified from voting on that resolution. Directors standing for re-election will abstain from voting discretionary proxies in respect of their own appointment. Such proxies will also be ineligible to vote on motions from the floor as the discretionary proxies are not valid in this respect.

### Postal Voting

A shareholder who is entitled to attend and vote at the meeting may cast a postal vote, instead of attending in person or appointing a proxy to attend. You do not need to appoint a proxy if you cast a postal vote. If you wish to cast your postal vote, you should complete the voting paper overleaf. Alternatively, you can cast your postal vote online by following the instructions set out above. Link Market Services Limited has been authorised by the Board to receive and count postal votes at the meeting.

### Voting Restrictions

Pursuant to the NZX Main Board Listing Rules, each of the Directors of the Company (including the Chair) and their respective Associated Persons (as defined in the NZX Main Board Listing Rules) are disqualified from voting on Resolution 7 (Director Remuneration). A person appointed as a proxy who is disqualified from voting on a Resolution may vote in accordance with the directions of the shareholder giving the proxy if they are not disqualified from voting, but the proxy may not exercise a discretionary vote. Such proxies will also be ineligible to vote on motions from the floor as the discretionary proxies are not valid in this respect.

### Attending the meeting

If you wish to attend the meeting in person, **please bring this proxy form/admission card** to assist with your registration. If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes. A body corporate shareholder may appoint a representative to attend the meeting on its behalf. Shareholders can still attend the meeting online, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).

### Signing instructions for proxy forms

#### *Individual*

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

#### *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 will prevail. If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.

#### *Power of Attorney*

If this Proxy Form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by the company or its registry) and a signed certificate of non-revocation of the POA must be produced to the company with this form.

#### *Corporate Shareholder*

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

# PROXY/POSTAL VOTING FORM

## POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box). My voting intention is indicated in the resolution section below.

## APPOINT A PROXY

I/We being a shareholder/s of Tourism Holdings Limited hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Email Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Thursday, 19 October 2023 at 12:30pm and at any adjournment of that meeting. The "Chair of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint her for that purpose, subject to the voting restrictions set out above and abstention on her own re-election. If you wish to appoint the Chair, please insert "The Chair of the Meeting" above.

## RESOLUTIONS

Cast a Postal Vote, or instruct a proxy to vote, by placing a tick in the relevant box. **Please note:** For each resolution you must tick one box.

### ORDINARY BUSINESS

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. That Catherine Agnes Quinn, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Gráinne Patricia Troute, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Sophia Adelle Mitchell (appointed by the Board on 30 November 2022) be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Robert Baker (appointed by the Board on 30 November 2022) be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Luke Gustave Trouchet (appointed by the Board on 30 November 2022) be elected as an Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That Grant Gareth Webster (appointed by the Board on 30 November 2022) be elected as an Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That the maximum aggregate amount of remuneration payable to all Directors taken together (in their capacity as Directors) be increased from \$750,000 per annum to a maximum of \$850,000 (plus GST, if any) per annum with this sum available to be paid to the Directors of the Company as the Board considers appropriate and which may be payable either in whole or in part by way of an issue of ordinary shares in the Company, provided that any issue occurs in compliance with the NZX Main Board Listing Rule 4.7.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That the Directors are authorised to fix the remuneration of the auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy is authorised to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof), subject to the voting restrictions set out above. 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. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting (in person or via the virtual meeting platform) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to [vote.linkmarketservices.com/THL](https://vote.linkmarketservices.com/THL) after completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 12:30pm, Tuesday, 17 October 2023.

Question:

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

Shareholder 1

Individual/duly authorised officer or attorney

Shareholder 2

Individual/duly authorised officer or attorney

Shareholder 3

Individual/duly 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.