



General Capital Limited


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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 11.00am on Tuesday, 17 January 2023.	

How to Vote on Items of Business

All your securities held at the time of the meeting will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the Meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form.

Voting of 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 Chairman of the Meeting or any other director is willing to act as a proxy for any shareholder who may wish to appoint him or her for that purpose. If a shareholder appoints the Chairman of the Meeting or any other director as their proxy, and does not direct him or her how to vote, then the Chairman of the Meeting or any other director intends to vote any discretionary proxies that he or she receives in favour of the resolutions, unless the Chairman or that director is restricted from voting on the resolution, in which case your vote will not be cast. If you inadvertently do not name a proxy, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote in accordance with your expressed direction. Again, if the Chairman is restricted from voting on a resolution and you have not directed how to cast your vote, your vote will not be cast.

Voting Restrictions

Rule 17 of the Takeovers Code prohibits, in the case of a resolution to approve allotment of voting securities (such as Resolutions 1 and 2), the person receiving the allotment and its associated persons from voting on that resolution.

In addition, NZX Listing Rule 6.3 prohibits the person receiving an allotment and its associated persons from voting on a resolution required to approve that allotment. The identity of the persons (if any) restricted from voting in relation to each resolution are identified beneath each resolution in this Proxy/Voting Form.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

Signing Instructions for Proxy/Voting 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.

Turn over to complete the form to vote

Proxy/Voting Form



Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of General Capital 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 **General Capital Limited (the "Company") Extraordinary Meeting of shareholders of the Company held at the JW Marriott (formerly the Stamford Plaza), 22–26 Albert Street, Auckland CBD commencing at 11:00am on Thursday, 19th January 2023** and at any adjournment of that meeting.

STEP 2

Items of Business – Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Resolutions

	For	Against	Abstain	Proxy Discretion
Resolution 1 That, the shareholders approve (for the purposes of NZX Listing Rule 4.2.1 (issue of equity securities) and Rule 7(d) of the Takeovers Code (allotment of voting securities)) the issue of 86,956,522 new ordinary shares in the Company to API No 1 Limited Partnership at an issue price of NZ\$0.0575 per share. <i>All shareholders are permitted to vote on Resolution 1.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 That, the shareholders approve (for the purposes of NZX Listing Rule 4.2.1 (issue of equity securities) and 5.2.1 (related party transaction) and Rule 7(d) of the Takeovers Code (allotment of voting securities)) the issue of 63,960,957 new ordinary shares in the Company to Borneo Capital Limited at an issue price of NZ\$0.0575 per share. <i>Rewi Hamid Bugo and Borneo Capital Limited are prohibited from voting any shares they hold on Resolution 2. All shareholders not associated with Borneo Capital Limited are permitted to vote on Resolution 2.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 That, subject to shareholder approval of the API Allotment, Megan Glen be elected as a director of the Company, with effect from the date of completion of the API Allotment. <i>All shareholders are permitted to vote on Resolution 3.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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



General Capital Limited (the "Company") Extraordinary Meeting of shareholders of the Company held at the JW Marriott (formerly the Stamford Plaza), 22–26 Albert Street, Auckland CBD commencing at 11:00am on Thursday, 19th January 2023.