

LODGE YOUR PROXY

Online:

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

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

PROXY FORM/ADMISSION CARD GOODWOOD CAPITAL LIMITED ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of shareholders of Goodwood Capital Limited (the **Company**) will be held online on **Tuesday, 28 September 2021 commencing at 3pm.**

Due to COVID-19 constraints in Auckland, shareholders who wish to attend can only participate by way of Zoom attendance. The format allows all shareholders to attend without the need to travel and it also negates any potential issues that may arise as a result of COVID-19.

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

<https://us02web.zoom.us/j/82611280332?pwd=ME9ZRWEwaXdra1B5cJJOazFCdXRZZz09>

Meeting ID: 826 1128 0332

Passcode: 533754

Shareholders are advised to vote via their proxy form before the meeting.

Appointment of proxy

If you DO NOT propose to ATTEND the Annual Meeting please complete and return this form (in accordance with the lodgement instructions above) to be received by Link Market Services (the share registry), **no later than 3pm Sunday, 26 September 2021.** You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/GWC> or by scanning the QR code above with your smartphone. Your proxy need not be a Shareholder of the Company. You may appoint the Chairman of the Meeting as your proxy by entering "Chairman" in the relevant space on the reverse of this form.

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. 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 (providing the proxy is eligible to vote on that matter). If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairman is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Attending the Meeting

The 2021 Annual Meeting will be an online meeting only via a Zoom platform.

Signing instructions for proxy forms

Individual

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

Joint Holding

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

Power of Attorney

If this Proxy Form has been signed under a power of 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.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/GWC> to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Goodwood Capital Limited.

hereby appoint _____ of _____
(Full Name) (Full Address)

Or failing
him/her _____ of _____
(Full Name) (Full Address)

As my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 3pm on Tuesday, 28 September 2021 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 during a poll and your votes will not be counted computing the required majority, for that item and 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). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

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

		Tick (✓) in box to vote		
	For	Against	Abstain	Discretion
1. Remuneration of Auditors To authorise the Board to fix the remuneration of the Company's auditors for the forthcoming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Signed this _____ day _____ 2021

Signature _____

Contact Name: Daytime contact number:

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.