



General Capital Limited



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The 2022 Annual Meeting of Shareholders of General Capital Limited will be held in the Raffles Room 1 at the Stamford Plaza, 22 to 26 Albert Street, Auckland on Wednesday, 28 September 2022 at 3.00pm.

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 3.00pm on Monday, 26 September 2022.		

How to Vote on Items of Business

You can vote by:

- Attending the Meeting and voting. Voting will be by way of poll and you must bring this Proxy/Voting Form with you to vote.
- Appointing a proxy or corporate representative (if the shareholder is a body corporate) to attend the Meeting to act generally at the Meeting and to vote on your behalf. Your proxy or corporate representative may need to provide evidence of their authorisation to act for you prior to admission to the Meeting.

Appointment of Proxy

You can appoint a proxy by completing this Proxy/Voting Form. It must be returned to the share registrar at one of the addresses listed above or lodged online at www.investorvote.co.nz by 3.00pm on Monday, 26 September 2022. Your proxy does not need to be a shareholder of General Capital. If you appoint a proxy, you may either direct your proxy how to vote for you or give them discretion to vote on the Resolutions as he or she sees fit by ticking the appropriate box next to each Resolution on the reverse side of this form. If you do not tick any box for a particular Resolution, then the proxy will vote or abstain from voting as he or she sees fit.

The Chair of the Meeting (who will be Rewi Bugo or, in his absence, any other Director) is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. To do this, enter 'the Chair of the Meeting' in the space allocated in 'Step 1' of this form.

If you appoint the Chair of the Meeting as your proxy and you have given your proxy discretion to vote as he sees fit, the Chair of the Meeting will vote in favour of all Resolutions other than Resolution 7. In respect of Resolution 7, the "Voting restrictions" below will apply and, accordingly, the Chair of the Meeting may only act as proxy and vote in accordance with your express instructions for Resolution 7.

If, in appointing a proxy, you do not name a person as your proxy but you otherwise complete this Proxy/Voting Form in full, or your named proxy does not attend the Meeting, then the Chair of the Meeting will act as your proxy and may only vote in accordance with your express directions.

Voting restrictions

No Director, nor any Associated Person of that Director, is entitled to vote, appoint a proxy or exercise discretionary proxies in respect of Resolution 7 in accordance with NZX Listing Rule 6.3.1. Discretionary proxies given to persons disqualified from voting on Resolution 7 will not be valid.

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/Voting Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with General Capital) and a signed certificate of non-revocation of the power of attorney must be produced to General Capital with this Proxy/Voting Form.

Companies

This Proxy/Voting Form should be signed on behalf of the company by one or more directors or by person(s) that are duly authorised and acting under the company's express or implied authority. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for General Capital, 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/shareholders 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 **Annual Meeting of General Capital Limited to be held in the Raffles Room 1 at the Stamford Plaza, 22 to 26 Albert Street, Auckland on Wednesday, 28 September 2022 at 3.00pm** and at any adjournment of that meeting.

STEP 2

Items of Business – Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority. If you mark the Proxy Discretion box, your proxy will not be able to cast your vote if they are prohibited from voting on the resolution.

Ordinary Resolutions	For	Against	Abstain	Proxy Discretion
Resolution 1 Issue of Shares pursuant to a wholesale capital raising That the Shareholders approve (for the purposes of NZX Listing Rule 4.2.1) the issue of up to \$5 million of new Shares to such persons (not being Related Parties of GenCap) and in such numbers and proportions as determined by the Board in its absolute discretion and at such price and on such terms as the Board believes is fair and reasonable to GenCap and to all existing Shareholders, but at a price of not less than 5.75 cents per Share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Auditors fees and expenses That the Board be authorised to fix the fees and expenses of the auditors of GenCap for the financial year ending 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director – Paul Zingel That Paul Zingel be elected as a director of GenCap.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Director – Greg James That Greg James be elected as a director of GenCap.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director – Huei Min (Lyn) Lim That Huei Min (Lyn) Lim be re-elected as a director of GenCap.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director – Rewi Hamid Bugo That Rewi Hamid Bugo be re-elected as a director of GenCap.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Increase to Directors' fee pool That the maximum aggregate amount of remuneration payable by GenCap to the Directors (in their capacity as directors, as that term is defined in the NZX Listing Rules) be increased from \$300,000 to \$600,000 per annum, plus GST (if any), to be paid and allocated among the Directors as the Board from time to time deems appropriate and that any remuneration payable to such Directors may, at the Board's discretion, in whole or in part, be through an issue of Equity Securities (as that term is defined in the NZX Listing Rules) of GenCap.	<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 Director/Authorised officer or attorney

Shareholder 2

or Director/Authorised officer or attorney (if more than one)

Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of General Capital Limited to be held in the Raffles Room 1 at the Stamford Plaza, 22 to 26 Albert Street, Auckland on Wednesday, 28 September 2022 at 3.00pm.