
LODGE YOUR PROXY

Online:

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

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the enclosed reply paid envelope or address to:
MUFG Corporate Markets
PO Box 91976
Auckland 1142

Deliver:

MUFG Corporate Markets
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 FOR GENEVA FINANCE LIMITED'S SPECIAL MEETING OF SHAREHOLDERS

Notice is given that a special meeting of shareholders of Geneva Finance Limited (**GFL** or the **Company**) will be held at **Waipuna Hotel & Conference Centre 'Exhibition Hall', Mt Wellington**, on **Friday, 5 July 2024 commencing at 1:00pm** (the **Meeting**).

If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to GFL's share registry, MUFG Corporate Markets (formerly Link Market Services), by no later than **1:00pm, Wednesday, 3 July 2024**.

You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkgroup.nz/voting/GFL> or by scanning the QR code above with your smartphone.

Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chairperson of the Meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you appoint the Chairperson and you do not indicate how the Chairperson should vote, the Chairperson will vote in favour of the resolutions set out in this notice of meeting.

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 the resolution. If you return this form without directing the proxy how to vote on the resolution, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election, your vote will be invalid on the resolution. If you expressly appoint the Chairman of the Meeting or any other Director as your proxy and elect to give them discretion on how to vote on the resolution, you acknowledge that they will exercise your vote in favour of the resolutions set out in this notice of meeting.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Restrictions on voting

Only "Non-Affiliated Holders" (as that term is defined in the NZX Listing Rules) may vote on Resolution 1. Broadly, Non-Affiliated Holders are shareholders in the Company with a holding (individually and together with their Associated Persons, as that term is defined in the NZX Listing Rules) of less than 10% of GFL shares. Accordingly, neither Federal Pacific Group Nominees Limited nor any of its Associated Persons is entitled to vote, appoint a proxy or exercise discretionary proxies in respect of Resolution 1.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy 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 MUFG Corporate Markets (formerly Link Market Services Limited), in any manner as per the instructions below, not later than 1:00pm on Wednesday, 3 July 2024.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy 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.

Go online to <https://investorcentre.linkgroup.nz/voting/GFL> 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 Geneva Finance Limited hereby appoint:

_____ of _____
(Full Name) (Full Address)

Or

_____ of _____
(Full Name) (Full Address)

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held on Friday, 5 July 2024 and at any adjournment of that meeting and to vote on any resolution to amend the resolution, on the resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). The proxy is appointed only in respect of the above meeting or any adjournment thereof.

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: You must tick one box. If you mark the abstain box, 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.

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. Delisting from the NZX Main Board: That the delisting of the Company from the NZX Main Board is approved and the directors of GFL are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Note that this Resolution is conditional on Resolution 2 also being passed.</i>				
2. List on the Unlisted Securities Exchange (USX): Subject to Resolution 1 being passed, that the Company list on the Unlisted Securities Exchange and the directors are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Note that this Resolution is conditional on Resolution 1 also being passed.</i>				

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Special Meeting will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkgroup.nz/voting/GFL> and completing the online validation process or complete the question section below and return to MUFG Corporate Markets (formerly Link Market Services). Questions will need to be submitted by 1:00pm on Wednesday, 3 July 2024. The Board will address and answer questions during the meeting.

Question

STEP 4: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

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or duly authorised officer or attorney

Shareholder 2

--

or duly authorised officer or attorney

Shareholder 3

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or 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.

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