
LODGE YOUR PROXY

Online: <https://investorcentre.linkmarketservices.co.nz/voting/SMW>

Scan & email: 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
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD SMW GROUP LIMITED'S SPECIAL MEETING OF SHAREHOLDERS

The Special Meeting of SMW Group Limited (**Company**) will be held online at www.virtualmeeting.co.nz/smws22, **on Friday, 13 May 2022, commencing at 12:00pm (NZ time)**. If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to SMW Group Limited's share registry, Link Market Services, by no later than **12:00pm, Wednesday, 11 May 2022**.

You can also appoint your proxy and vote online by going to <https://investorcentre.linkmarketservices.co.nz/voting/SMW> or by scanning the QR code above with your smartphone.

Appointment of proxy

If you DO NOT propose to ATTEND the Special Meeting online 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 **12:00pm, on Wednesday, 11 May 2022**. 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/SMW> or by scanning the QR code above with your smartphone. Your proxy need not be a Shareholder of the Company. You may appoint the Chair of the Meeting or any of the directors as your proxy by entering "Chair" or "Director" 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 Chair is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided. The Chair of the Meeting and any of the directors where they are appointed as discretionary proxy, each of the directors intends to vote in favour of all the resolutions.

Voting Restrictions

All Non Affiliated Shareholders will be eligible to vote on the resolution unless they, together with their *Associated Persons*, hold 5% or more of the Company's ordinary shares. The Company will disregard any votes cast on the resolution by any persons to whom the foregoing applies. Any discretionary proxies given to shareholders are not eligible to vote under the requirements set out above will not be valid. Proxies that give express voting instructions to such persons will however be accepted

Attending the Meeting

The 2022 Special Meeting will be held online only and shareholders can attend at www.virtualmeeting.co.nz/smws22. A corporation may appoint a person to attend and vote online 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.

Signing instructions for proxy forms

Individual

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

Joint Holding

Where the holding is in more than one name, the 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).

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of SMW Group Limited:

hereby appoint _____ of _____
(Full Name) (E-mail Address)

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

As my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held at 12:00pm on Friday, 13 May 2022 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 the resolution you must tick one box. If you mark the abstain box for that 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 to pass, the following ordinary resolutions:		For	Tick (✓) in box to vote Against	Abstain	Discretion
1.	Delisting from the NZX Market: That the delisting of the Company from the NZX Market is approved and the directors of the Company 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"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Special Meeting, online, 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.linkmarketservices.co.nz/voting/SMW> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 12:00pm on Wednesday, 11 May 2022. 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 this form by mail and wish to receive your future investor communications by email please provide your email address below.

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