

LODGE YOUR PROXY:**Online**

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

Scan & Email: meetings@linkmarketservices.com

(Please use "JLG Proxy Form" as the subject for easy identification).

Mail: Use the enclosed reply paid envelope or address to:
Link Market Services
PO Box 91976, Auckland 1142, New Zealand.

By hand:

Link Market Services
Level 30, PwC Tower
15 Customs Street West, Auckland, New Zealand.

General Enquiries:

+64 9 375 5998 or email: meetings@linkmarketservices.com.



**SCAN THIS QR CODE WITH YOUR
SMARTPHONE AND VOTE ONLINE**

JUST LIFE GROUP LIMITED ANNUAL MEETING VOTING FORM

The Just Life Group Limited Annual Shareholders' Meeting will be held on Friday, 18 November 2022 at 11:00am (NZST) virtually via the Link Market Services platform at www.virtualmeeting.co.nz/jlg22. To attend online via the virtual meeting platform, you will require your CSN/Holder Number for verification purposes.

If you do not propose to attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above. For your proxy to be effective it must be lodged with Link Market Services by no later than 11:00am, Wednesday, 16 November 2022 (NZST).

NOTES**Attending the Meeting**

- 1 The 2022 Annual Meeting will be held **online only** and shareholders can attend at www.virtualmeeting.co.nz/jlg22. If you will be attending online, you will require your Holder Number for verification purposes. A corporation may appoint a person to attend online 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.

Proxy Appointment

- 2 If you are a shareholder entitled to attend and vote at the Annual Shareholders' Meeting you are entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend online and vote instead of you. A proxy may be appointed by completing this Voting Form online, or the Voting Form may be completed and mailed, delivered or scanned and emailed in accordance with the instructions above in the box headed "Lodge your Proxy".
- 3 A proxy can be any person of your choice and does not have to be a shareholder of Just Life Group Limited. If you wish you can appoint the Chairperson of the Meeting as your proxy. The Chairperson will vote in accordance with your instructions, or, failing your instruction, in accordance with the terms set out in note 4 of this Voting Form.
- 4 If you tick the box "proxy discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you tick the "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. If you return this Voting Form without a direction as to how to vote on any resolution, or if you tick more than one box in relation to any resolution, the vote on that resolution will be treated as "discretion" and your proxy will exercise his/her discretion as to whether to vote and, if so, how. The Chairperson intends to vote discretionary proxies in favour of Resolutions 1 to 4 and abstain from voting on Resolution 5.
- 5 In accordance with NZX Listing Rules, the Non-Executive Directors and their Associated Persons are restricted from voting on Resolution 5. The restriction described will apply where the relevant person has been appointed as a discretionary proxy and voting on their own holding. The Company will disregard any votes cast by any such person on the relevant resolution. However, the vote will not be disregarded if it is cast by any such person as proxy for a person who is entitled to vote, in accordance with the express directions of that person on the proxy form as to how to vote.
- 6 This Voting Form must be signed by you or your attorney, duly authorised in writing. In the case of a joint shareholding, this form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Voting Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the corporate shareholder, or an attorney duly authorised by the corporate shareholder.
- 7 If this Voting Form is signed under a power of attorney, a certificate of non-revocation must be completed and a copy of the power of attorney certified by a Solicitor, Justice of the Peace or Notary Public provided to Link Market Services Limited, unless it has already been noted by the Company or Link Market Services Limited.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/JLG> to cast your vote or appoint your proxy, or turn over to complete the form.

SECTION 1 : APPOINT A PROXY TO VOTE ON YOUR BEHALF

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of **Just Life Group Limited** hereby appoint:

_____ at _____
(Full Name) (E-mail Address)

Or _____ at _____
(Full Name) (E-mail Address)

as my/our proxy to vote for me/us on my/our behalf as directed below, and on any other matters put to the Annual Shareholders' Meeting of Just Life Group Limited to be held at 11:00am on Friday, 18 November 2022 (NZST), or at any adjournment of that meeting. Unless otherwise instructed as below, my/our proxy may vote as he/she thinks fit.

If you wish, you may appoint the Chairperson of the Meeting as your proxy by entering "Chairperson of the Meeting" in the box above.

SECTION 2: VOTING INSTRUCTIONS

TICK (✓) IN BOX TO RECORD YOUR VOTE

This form is to be used to vote as follows on the following resolutions:

FOR AGAINST PROXY
DISCRETION ABSTAIN

BUSINESS

ORDINARY RESOLUTIONS

- | | | | | | |
|---|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1 | That the Directors are authorised to fix the remuneration of PricewaterhouseCoopers as the Company's Auditor for the ensuing year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | That Ms Lynne Jacobs be elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | That Mr Steve Bayliss be elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | That Mr Anthony Falkenstein be re-elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | That the maximum aggregate annual remuneration payable to all Non-Executive Directors of the Company or any Subsidiary of the Company taken together (in their capacity as Directors) be increased by \$100,000 from \$200,000 to \$300,000 (plus GST, if any) with this sum available to be paid to the Non-Executive Directors of the Company as the Board considers appropriate. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The resolutions above are stated in brief. Please refer to the Notice of Meeting for the 2022 Annual Meeting of Shareholders for the full text of the resolutions and the explanatory notes.

SECTION 3 : QUESTIONS

Shareholders present at the Annual Meeting (via the virtual annual meeting) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/JLG> after completing the online validation process or complete the question section below and return to Link Market Services in the reply paid envelope enclosed. Questions will need to be submitted by 11:00am, Wednesday, 16 November 2022.

Question:

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

Contact details _____ Signed this _____ 2022
(DAYTIME PHONE NUMBER) (DATE)

Signature/s _____
(This must be completed)

Electronic Investor Communications:

If you received the Notice of Meeting & Proxy **by mail** and wish to receive your future investor communications by email please provide your email address below.