



LODGE YOUR PROXY

Online:

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

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 Limited
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 FOR VITAL LIMITED'S 2023 ANNUAL MEETING

Notice is given that the Annual Meeting of Vital Limited ("the Company") will be held at the Vital Office, Level 4, Tower B, 49 Tory Street, Te Aro, Wellington and online at www.virtualmeeting.co.nz/vtl23 at **10:00am on Tuesday, 21st November 2023**.

If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

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 Vital's share registry, Link Market Services, by no later than **10:00am on Sunday 19th November 2023**.

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/VTL> or by scanning the QR code above with your smartphone.

Appointment of proxy

A proxy need not be a shareholder of Vital Limited. The Chairman of the Meeting is willing to act as a proxy. "Chairman of the Meeting" should be inserted as the name of your proxy on the reverse of this form if you wish the Chairman to act. A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions. If the Chairman is appointed as proxy and the voting is left to his discretion, the Chairman intends to vote in favour of all resolutions. If you do not name a person as your proxy but have indicated on this form how you wish to vote, the Chairman of the Meeting will vote in accordance with your express instructions.

Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, your proxy will decide how to vote that resolution. 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 provided the proxy is eligible to vote on that matter. If a Director of the Company has been appointed as your proxy, the Director may vote in favour of the resolution, even if they have an interest in that resolution.

If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

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. The 2023 Annual Meeting will also be held online at www.virtualmeeting.co.nz/vtl23. If you will be attending online, you will require your Holder Number for verification purposes. A body corporate shareholder may appoint a representative to attend the meeting on its behalf. 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

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney). If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.

Power of Attorney

If this Proxy Form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by the company or its registry) and a signed certificate of non-revocation of the POA must be produced to the company with this form.

Corporate Shareholder

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

PROXY / CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Vital Limited hereby appoint:

_____ of _____
(Full Name) (E-mail address)

Or _____ of _____
(Full Name) (E-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Shareholders of Vital Limited to be held at the Vital Office, Level 4, Tower B, 49 Tory Street, Te Aro, Wellington and online at www.virtualmeeting.co.nz/vtl23, on **Tuesday 21st November 2023 commencing at 10:00am** and at any adjournment of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

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.

ORDINARY BUSINESS

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

		Tick (✓) in box to vote			
		For	Against	Abstain ¹	Discretion ²
1	That Susan Freeman-Green be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	That James Sclater be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	That the Directors be authorised to fix the fees and expenses of the Auditors of the Company for the financial year ending 30 June 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

¹ If you mark the 'Abstain' box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

² If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf.

STEP 3: SHAREHOLDER QUESTIONS

Please submit any questions about the Company that you would like us to respond to at the Company's Annual Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If you cannot attend the Annual Meeting in person or online, but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/VTL> 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 **10:00am Sunday 19th November 2023**.

Question:

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

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

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.
