

**Online**[www.investorvote.co.nz](http://www.investorvote.co.nz)**By Mail**Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142, New Zealand**By Fax**

+64 9 488 8787

**For all enquiries contact**

+64 9 488 8777

[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

## Proxy/Voting Form

**[www.investorvote.co.nz](http://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/Securityholder Number:****PLEASE NOTE:** You will need your CSN/Securityholder 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 11:00am on Wednesday, 25 August 2021.**

### How to Vote on Items of Business

You can vote by:

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

### Appointment of Proxy

You can appoint a proxy by completing this Proxy/Voting Form. It must be returned to the share registrar or lodged online at [www.investorvote.co.nz](http://www.investorvote.co.nz) by 11:00am on Wednesday, 25 August 2021. Your proxy does not need to be a General Capital shareholder. The chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint them for that purpose. To do this, enter 'the Chair' or the name of your proxy in the space allocated in 'Step 1' of this form.

### Voting of your holding

This Proxy/Voting Form allows you to vote (or direct your proxy to vote) either for or against, or abstain from, each resolution by marking one of the boxes opposite each item of business. If you do not mark a box or you mark the "Proxy discretion" box your proxy may vote at their discretion (i.e. "undirected"). If you appoint the chair or a director as your undirected proxy, they will vote in favour of the relevant resolution, unless the Chair or director is restricted from voting on the resolution, in which case your vote will not be cast. If they are restricted from voting on the resolution, they can only cast your vote if an express direction is expressed in the proxy.

If you otherwise complete the proxy form in full but you omit to name a proxy, or your named proxy does not attend the meeting, then the Chair of the meeting will act as your proxy and vote in accordance with your directions. Again, if the Chair is restricted from voting on a resolution and you have not directed how to cast your vote, your vote will not be cast. If you mark more than one box on an item your vote will be invalid on that item. All your securities held at the time of the meeting will be voted in accordance with your directions.

### Signing Instructions for Proxy/Voting Forms

**Individual**

Where the holding is in one name, the securityholder must sign.

**Joint Holding**

Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney**

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

**Companies**

This form should be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

**Comments & Questions**

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

# 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 Commodore's Room at the Royal New Zealand Yacht Squadron, 181 Westhaven Drive, Westhaven Marina, Auckland 1011 on Friday, 27 August 2021 at 11:00am** and at any adjournment of that meeting.

### STEP 2

## Items of Business – Voting Instructions/Ballot Paper (if a Poll is called)

**Please note:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll 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
<b>Resolution 1</b> Issue of up to \$5,000,000 of Shares for Wholesale Capital Raising – (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Issue of up to 8,333,333 Shares to Borneo Capital Limited at 6cps – <i>Rewi Hamid Bugo (the Chair), Borneo Capital Limited and their associated parties are prohibited from voting on Resolution 2.</i> (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Purchase of 12,377,869 Shares by Borneo Capital Limited from Belian Holdings Limited at 6cps – <i>Rewi Hamid Bugo (the Chair) Borneo Capital Limited, Belian Holdings Limited, Graeme Brown and their associated parties are prohibited from voting on Resolution 3.</i> (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> Issue of up to 8,500,000 of each 30/7/2023 8cps and 30/7/2024 9cps Warrants to Senior Management – <i>Brent Douglas King, Barter Investments Limited, Jonathan Brian Vijay Clark and their associated persons are prohibited from voting on Resolution 4.</i> (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> Authorisation of Board to fix Auditors remuneration – (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b> Re-election of Director: Brent Douglas King – (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b> Re-election of Director: Graeme Iain Brown – (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 8</b> Re-election of Director: Simon John McArlay – (refer to the notice of meeting for further details)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SIGN

Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

ATTENDANCE SLIP



Annual Meeting of General Capital Limited to be held in the Commodore's Room at the Royal New Zealand Yacht Squadron, 181 Westhaven Drive, Westhaven Marina, Auckland 1011 on Friday, 27 August 2021 at 11:00am.