

---

## LODGE YOUR PROXY

**Online:**

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

**Scan & email:**

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

**Mail:**

Use the enclosed reply paid envelope or address to:  
Link Market Services Limited  
PO Box 91976  
Auckland 1142

**Deliver:**

Link Market Services  
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](mailto:enquiries@linkmarketservices.com)

---

## PROXY FORM/ADMISSION CARD FOR GENEVA FINANCE LIMITED'S 2023 EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of Geneva Finance Limited (**Geneva**) will be held at Geneva's offices at Level 3, 3 Te Kehu Way, Mt Wellington, Auckland, 1050, on **Wednesday, 29 November 2023 commencing at 2:00pm**.

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 Geneva's share registry, Link Market Services, by no later than **2:00pm, Monday, 27 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.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 resolution.

#### *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 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. 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

Federal Pacific Group Limited and each of its Associates (as defined in the NZX Listing Rules) are not permitted by the Rules to vote on the resolution to be considered at the meeting.

### 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 Link Market Services Limited, in any manner as per the instructions below, not later than 2:00pm on Monday, 27 November 2023.

#### *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 Extraordinary General Meeting of the Company to be held on Wednesday, 29 November 2023 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). Unless otherwise instructed as above, the proxy will vote to abstain from voting on each such resolution. 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 resolution:

	For	Tick (✓) in box to vote Against	Abstain	Discretion
<b>To permit borrowing from Federal Pacific Group</b> IT IS RESOLVED THAT Geneva Finance Limited and/or one or more of its subsidiaries (together <b>Geneva</b> ) be authorised to borrow from Federal Pacific Group Limited and/or one or more of its subsidiaries (together <b>FPG</b> ), the holder of a majority of the issued shares in the capital of Geneva Finance Limited, loans having an aggregate principal amount not exceeding at any time the greater of NZ\$10,000,000 and 40% of Average Market Capitalisation (as defined in the NZX listing rules from time to time) (including all existing advances previously made by FPG to Geneva) and to extend or renew any such loans from time to time, in each case subject to the applicable interest rate never being greater than 15% per annum and to the independent directors of Geneva Finance Limited:  (a) certifying that in their opinion the particular transaction is on terms and conditions which are no less advantageous to Geneva than would apply if the relevant moneys were to have been borrowed from an unrelated external commercial lender; and  (b) certifying that in their opinion the entry into of the transaction is fair and reasonable to Geneva and to all shareholders in Geneva Finance Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Extraordinary General 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 Link Market Services. Questions will need to be submitted by 2:00pm on Monday, 27 November 2023. 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

--

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.

--