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**LODGE YOUR PROXY****Online:**<https://investorcentre.linkmarketservices.co.nz/voting/GFL>**Scan & email:**[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)**Mail:**

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

**Fax:** +64 9 375 5990**Deliver:**

Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010

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**Scan this QR code with your smartphone and vote online**

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**General Enquiries**

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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**PROXY FORM/ADMISSION CARD FOR GENEVA FINANCE LIMITED'S 2020 ANNUAL MEETING**

The Annual Meeting of Geneva Finance Limited (Geneva) will be held at 2:00pm on Wednesday 30 September 2020 at Amway of New Zealand, 6a Pacific Rise, Mt Wellington, Auckland. If you will attend the Meeting, please bring this form to assist with your registration. Shareholders will also be able to attend the meeting online as detailed below.

However, should the COVID-19 threat level be higher than Alert Level One in Auckland on the day of the Annual Meeting, or if the Government restrictions mean that an in-person meeting cannot take place, the physical meeting will not be able to be held and shareholders will only be able to attend and take part in the AGM on an online basis at [www.virtualmeeting.co.nz/gfl20](http://www.virtualmeeting.co.nz/gfl20). 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 Geneva's share registry, Link Market Services, by no later than 2:00pm, Monday 28 September 2020. 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/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 resolutions.

*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 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. If you make more than one election in respect of a resolution your vote will be invalid on that 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 a resolution, you acknowledge that they will exercise your vote in favour of resolutions 1 to 4.

**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.

**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, 28 September 2020.

*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.linkmarketservices.co.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 Annual Meeting of the Company to be held on Wednesday 30 September 2020 and at any adjournment of that meeting 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 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: For each resolution you must tick one box. 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 computing the required majority, for that item

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
<b>1. Election of Director</b> To re-elect Ronald Robin King as a Director of Geneva Finance Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Director</b> Having been appointed during the year by the Board and holding office only until the Annual Meeting, that Malcolm Johnston be re-elected as a Director of Geneva Finance Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Election of Director</b> Having been appointed during the year by the Board and holding office only until the Annual Meeting, that Daran Nair be re-elected as a Director of Geneva Finance Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Auditor Remuneration</b> That the Board be authorised to determine the auditor's fees and expenses for the 2021 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' 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.linkmarketservices.co.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 28 September 2020. The Board will address and answer questions during the meeting.

Question
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## 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

--

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.

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