

CBL Corporation Limited

### Lodge your proxy



**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

	<b>www.investorvote.co.nz</b> Lodge your proxy online, 24 hours a day, 7 days a week:	<b>Smartphone?</b> Scan the QR code to vote now.
<b>Your secure access information</b> <b>Control Number:</b> _____ <b>CSN/Shareholder Number:</b> _____ <b>PLEASE NOTE:</b> You will need your CSN/Shareholder 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.		
<b>For your proxy to be effective it must be received by 10:00am (New Zealand time) Monday, 1 May 2017</b>		

### How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

#### Appointment of Proxy

If you do not plan to attend the Annual Meeting, you may appoint a proxy to attend and vote on your behalf at the Annual Meeting. A proxy need not be a CBL Corporation Limited shareholder. The Managing Director and the Chief Financial Officer are willing to act as proxy for any shareholder who wishes to appoint them for that purpose. To do this, enter 'the Managing Director', the Chief Financial Officer or the name of your proxy in the space allocated in 'Step 1' of this form.

#### Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose noting that the Managing Director and Chief Financial Officer intend to vote any discretionary or undirected proxies in favour of resolutions 1 through 5. If you mark more than one box on an item your vote will be invalid on that item.

#### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

#### Eligibility to Vote

Any shareholder whose name is recorded in the CBL Corporation Limited share register at the close of business on Wednesday 12 April 2017 is entitled to vote either in person or by Proxy (subject to the time limits for returning the Proxy Forms).

#### Ordinary Resolutions of Shareholders

Any ordinary resolution is a resolution approved by a majority of 50% or more of votes of those shareholders entitled to vote and voting on the resolution.

### Signing Instructions for Posted Forms

#### Individual

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

#### Joint Holding

Where the holding is in more than one name, all of the shareholders 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 email them to [investor.relations@cblinsurance.com](mailto:investor.relations@cblinsurance.com).

**Go online to lodge your proxy or turn over to complete the form**

# Proxy/Voting Form

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of CBL Corporation 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 Shareholders of CBL Corporation Limited to be held at Room 4, Level 4, SKYCITY, Victoria Street and Federal Street, Auckland, New Zealand on Wednesday, 3 May 2017 at 10:00am (New Zealand time)** 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.

Ordinary Business		For	Against	Abstain	Proxy Discretion
<b>Resolution 1</b>	To record the reappointment of Deloitte as auditor of the Company and to authorise the Directors to fix the auditor's fees and expenses.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	That Sir John Wells, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	That Mr Ian Marsh, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	To ratify and authorise the payment to Sir John Wells of remuneration for his service on the Board of Assetinsure Holdings Pty Limited to the extent such payment exceeds the Remuneration Cap (as defined in the Explanatory Notes of the Notice of Meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	To authorise, for the purpose of NZX Main Board Listing Rule 3.5.1, an increase in the Remuneration Cap per annum available to Directors from NZ\$750,000 plus €30,000 to NZ\$1,500,000 (an increase of approximately NZ\$700,000), to be paid and allocated to the Directors as and when the Board considers appropriate.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

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

ATTENDANCE SLIP



Annual Meeting of Shareholders of CBL Corporation Limited to be held at Room 4, Level 4, SKYCITY, Victoria Street and Federal Street, Auckland, New Zealand on Wednesday, 3 May 2017 at 10:00am (New Zealand time)