



Plexure Group Limited

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
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For all enquiries contact



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corporateactions@computershare.co.nz

Proxy/Voting Form



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 before 11.00am on Tuesday 1st September 2020

How to Vote on Items of Business

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

Appointment of Proxy

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead by signed notice in writing. A proxy need not be a shareholder of the Company. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If you wish to give your proxy discretion then you must mark the appropriate boxes on the form to grant your proxy that discretion. The Chairman of the Meeting and any Director are willing to act as proxy for any shareholder and if appointed as proxy intend to vote all discretionary proxies in favour of the relevant resolution.

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. If you do not tick any box for a particular resolution, then your instruction for your proxy will be to abstain from voting. If you mark more than one box on an item your vote will be invalid on that item. The Company will disregard any votes that are subject to voting restrictions.

However, pursuant to Listing Rule 6.3.3, the Company need not disregard a vote if it is cast by a person (including a Disqualified Person) as proxy for a person who is entitled to vote, provided it is made in accordance with that person's express directions (i.e., instructions to vote for or against the resolution) on the Proxy Form. However, where any Disqualified Person is proxy for a person who is entitled to vote, they will not be entitled to vote if the direction on the Proxy Form allows the proxy discretion as to how to vote (i.e., discretion to exercise that vote as the proxy sees fit).

Any undirected votes in respect of a resolution, where the Chair or any other Director is appointed proxy, will be voted in favour of the relevant resolution, other than when he or she is prohibited from voting on that resolution.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will be voted in accordance with the Chair's discretion.

Voting Restrictions

Pursuant to Listing Rule 6.3.1, the Company will disregard any votes cast on Resolution 3 by any person whom it is proposed to issue the options to and any Associated Person (as defined in the Listing Rules) of that person.

Attending the Virtual Meeting

For reasons associated with the COVID-19 pandemic, we will be holding the meeting online only. The Board encourages all shareholders to attend the Annual Meeting virtually via the online web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free. Please refer to the virtual meeting guide/this proxy form for the meeting ID and your log in credentials.

Signing Instructions for Postal 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.

Turn over to complete the form to vote

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 securityholder/s of Plexure Group 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 Plexure Group Limited to be held online only via a virtual meeting through the web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store on Thursday 3rd September 2020 at 11.00am** and at any adjournment thereof; and to vote on any resolution to amend a resolution, on any resolution so amended and on any other resolution proposed.

STEP 2

Items of Business - Voting Instructions/Ballot Paper

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

- | | | | | | |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. | To record that Deloitte continue in office as the auditor of the Company and the Board be authorised to fix their remuneration for the forthcoming year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | That Phil Norman be re-elected as a director of the Company in accordance with clause 20.5 of the Company's Constitution and Listing Rule 2.7.1. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | That, for the purposes of Listing Rule 4.2.1(a), the issue of up to 4,000,000 options to various employees to acquire ordinary shares in the Company pursuant to its existing Employee Share Option Scheme, be approved. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | That the Board may, for the purpose of the potential IPO, in accordance with Listing Rule 4.2.1(a), issue fully paid ordinary shares with an aggregate issue price of no more than A\$50 million at a price per ordinary share set with reference to the Average Market Price (as defined in the Listing Rules), and being a price no lower than 20 percent below such Average Market Price, at the end of the last trading day prior to the date on which the offer price for the IPO is to be set. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

- | | | | | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 5. | That the constitution tabled at the meeting and signed by the Chairman of the meeting for the purpose of identification, be and is adopted as the constitution of the Company, in substitution for the present constitution of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

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 _____

Shareholders can still attend the meeting electronically, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).