



LODGE YOUR PROXY

Online

vote.linkmarketservices.com/ZEL

Scan & Email

meetings@linkmarketservices.com

Deliver in person

Link Market Services Limited,
Level 30, PwC Tower
15 Customs Street West,
Auckland 1010

Mail

Use the enclosed envelope or address to:

Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142
New Zealand

Link Market Services Limited
Locked Bag A14
Sydney
NSW 1235
Australia

VOTE ONLINE SCAN QR CODE



Unique PIN

For telephone attendance only
NZ 0800 448 986 AU 1800 572 288

General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM FOR THE SCHEME MEETING OF SHAREHOLDERS

A Scheme Meeting of Shareholders of Z Energy Limited ("Z Energy") ("the Meeting") will be held on **Friday, 25 March 2022 at 10:30 a.m. (New Zealand time), online via the Link Market Services Virtual meeting platform at www.virtualmeeting.co.nz/zsm22 and via telephone by dialling 0800 448 986 (New Zealand) or 1800 572 288 (Australia).**

If you will be attending online, you will require your Holder Number for verification purposes. If you are attending via telephone, you will require the unique PIN found at the top of this Proxy form.

If you propose NOT to attend the Scheme Meeting but wish to appoint a proxy, please complete and return this form (please keep it intact) to Link Market Services no later than **10:30 a.m. (New Zealand time) on Wednesday, 23 March 2022** (being 48 hours before the commencement of the Scheme Meeting). Proxy appointment can also be completed online by going to vote.linkmarketservices.com/ZEL. Please read the instructions overleaf before completing this form.

For your proxy to be effective it must be received by 10:30 a.m. (New Zealand time) on Wednesday, 23 March 2022

APPOINTMENT OF PROXY

A shareholder of Z Energy who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of Z Energy. Any corporation that is a shareholder of Z Energy may appoint a person as its representative to attend the Meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of the resolution OR by ticking the "Proxy Discretion" box in respect of the resolution. If a shareholder does not tick any boxes then your proxy will be treated as having discretion on how to vote. If a shareholder marks more than one box their vote will be invalid. If you tick the "Proxy Discretion" box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the "Abstain" box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

APPOINTING THE CHAIR OF THE MEETING OR A DIRECTOR AS YOUR PROXY

The Chair of the Meeting or any other Director is willing to act as proxy for any shareholder who appoints him/her for that purpose. If you appoint the Chair of the Meeting or any other Director as your proxy and you tick the "Proxy Discretion" box, the Chair or other Director will exercise your vote in favour of the Scheme. If, in appointing a proxy, you have not named a person to be your proxy (either online or on the enclosed Proxy Form), or your named proxy does not attend the

Meeting, the Chair of the Meeting will be your proxy and will vote in accordance with your express direction, in the absence of a Superior Proposal (as that term is defined in the Scheme Booklet). If you have not included an express direction (either online or in the enclosed Proxy Form), then the Chair will exercise your vote in favour of the Scheme, in the absence of a Superior Proposal.

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

Where the holding is in more than one name, all of the security holders (or their duly authorised attorneys) should sign.

Power of Attorney

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney, under which it is signed, must be produced to Z Energy with this proxy form.

Company

This form should be signed in accordance with the Companies Act 1993.

Comments & Questions

If you have any comments or questions for the company, please write them in the box provided below under the heading 'Step 3: Shareholder Questions' and return with this form or submit them via phone or email as described under the heading 'Step 3: Shareholder Questions' below.

Go online to vote.linkmarketservices.com/ZEL to vote or turn over to complete the Proxy Form

PROXY FORM

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of Z Energy Limited

Hereby appoint _____ at _____
Name email

or failing him/her _____ at _____
Name email

as my/our proxy to vote for me/us on my/our behalf at the Meeting of Shareholders of Z Energy to be held at **10:30 a.m. (New Zealand time) on Friday, 25 March 2022** to be held online at www.virtualmeeting.co.nz/zsm22 and via telephone by dialling 0800 448 986 (for New Zealand Shareholders) or 1800 572 288 (for Australian Shareholders), and at any adjournment of that Meeting. If you wish, you may appoint as your proxy 'The Chair of the Meeting' or any other Director.

Please indicate with a tick in the appropriate boxes below how you wish your proxy to vote.

STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Tick (✓) in box to vote

SPECIAL RESOLUTION

1. That the Scheme (the terms of which are described in the Scheme Booklet) be approved.

For	Against	Proxy Discretion	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders attending the Meeting will have the opportunity to ask questions during the Meeting via the virtual meeting platform at www.virtualmeeting.co.nz/zsm22.

If you cannot attend the Meeting but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/ZEL and completing the online validation process or complete the question section below and return it to Link Market Services. Alternatively, questions may be submitted via phone or email at the contact details set out in the Notes to Section 2 (Notice of Meeting) of the Scheme Booklet.

Questions will need to be submitted by 10:30 a.m. (New Zealand time) on Wednesday, 23 March 2022. The Board will address and answer questions at the Meeting.

Question:

SIGN: SIGNATURE OF SHAREHOLDER(S) - This section must be completed.

Shareholder 1

Shareholder 2

Shareholder 3

Contact Name _____ Daytime Telephone _____ Date _____

Electronic Investor Communication:

If you received the Notice of Meeting & Proxy by mail and you wish to receive your future communications by email please provide your email address below: