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**LODGE YOUR PROXY****Online:**<https://investorcentre.linkmarketservices.co.nz/voting/PIL>**Scan & email:**[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)**Mail:****Fax:** +64 9 375 5990**Deliver:**Link Market Services  
Level 11, Deloitte House,  
80 Queen Street, Auckland 1010Use the enclosed reply paid  
envelope or address to :  
Link Market Services  
PO Box 91976  
Auckland 1142

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

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**PROXY FORM/ADMISSION CARD PROMISIA INTEGRATIVE LIMITED ANNUAL MEETING OF SHAREHOLDERS**

The Annual General Meeting of shareholders of Promisia Integrative Limited (the **Company**) will be held at the Von Kohorn Room, Level 1, Wellington Museum, 3 Jervois Quay, Queens Wharf, Wellington, on Thursday, 31 May 2018, commencing at 9:30am.

**Appointment of proxy**

If you DO NOT propose to ATTEND the Annual General Meeting please complete and return this form (in accordance with the lodgement instructions above) to be received by Link Market Services (the share registry), no later than **9.30am, on Tuesday, 29 May 2018**. 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/PIL> or by scanning the QR code above with your smartphone. Your proxy need not be a Shareholder of the Company. You may appoint the Chairman of the Meeting as your proxy by entering "Chairman" in the relevant space on the reverse of this form.

*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 item of business. 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 (providing the proxy is eligible to vote on that matter). If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairman is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

**Attending the Meeting**

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card 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*

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

*Joint Holding*

Where the holding is in more than one name, all of the joint shareholders must sign the Proxy Form.

*Power of Attorney*

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

*Corporate Shareholder*

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

# PROXY/CORPORATE REPRESENTATIVE FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Promisia Integrative Limited:

hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

Or failing him/her \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

As my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 9.30am on 31 May 2018 and at any adjournment of that meeting.

## 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:

RESOLUTIONS	Tick (✓) in box to vote			
	For	Against	Abstain	Discretion
1. That Moore Stephens Markhams be reappointed auditors for the ensuing year and that the directors be authorised to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr Duncan Priest be reappointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the allotment of 47,750,000 ordinary fully paid shares, at an issue price of \$0.02 per share to qualifying investors on 16 January 2018, is hereby ratified and approved..	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the proposed issue of Convertible Notes be approved	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

### Disqualification from voting

#### Resolution 3

All directors, being Stephen Underwood, Thomas Brankin, Helen Down and Duncan Priest and associated persons, are disqualified from voting on Resolution 3 under Listing Rule 7.3.5(a)(iii) because they participated in the issue to be ratified. This disqualification extends to proxies held by them from shareholders.

Any shareholder that participated in the Placement of 16 January 2018 is disqualified from voting on Resolution 3 representing their own interests and exercising any discretionary proxies from other shareholders. Any disqualified shareholder may vote on this resolution where the shareholder issuing the proxy has given the proxy holder a clear instruction how to exercise that shareholder's vote.

#### Resolution 4

All directors, being Stephen Underwood, Thomas Brankin, Helen Down and Duncan Priest and associated persons, are disqualified from voting on Resolution 4 under Listing Rule 7.3.1 because the issue of Convertible Notes is not being made on a pro rata basis to all shareholders. This disqualification extends to proxies held by them from shareholders. Any disqualified shareholder may vote on this resolution where the shareholder issuing the proxy has given the proxy holder a clear instruction how to exercise that shareholder's vote.

## STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature \_\_\_\_\_

All shareholders must sign

Contact Name:

Daytime contact number:

**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.