




lodge your proxy

 **Online**
www.investorvote.co.nz

 **By Email**
corporateactions@computershare.co.nz

 **By Mail**
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PROXY/VOTING FORM/ADMISSION CARD

 www.investorvote.co.nz
Lodge your proxy online, 24 hours a day, 7 days a week:

Your secure access information

Control Number: _____ CSN/Securityholder Number: _____

PLEASE NOTE: You will need your CSN/Securityholder Number and post code to securely access Investor Vote and then follow the prompts to appoint your proxy and provide voting instructions online.

ADMISSION CARD: If you wish to attend the Vector Annual Meeting on Monday 23 September 2019 at 2.00pm at the South Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland, please bring this form to the meeting as your admission card to assist registration.

Smartphone?
Scan the QR code
to vote now.



FOR YOUR PROXY APPOINTMENT TO BE EFFECTIVE IT MUST BE RECEIVED BY
2.00PM ON SATURDAY 21 SEPTEMBER 2019

HOW TO VOTE ON ITEMS OF BUSINESS

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

APPOINTMENT OF PROXY

- All registered shareholders as at 5.00pm on Friday 20 September 2019 are entitled to attend and vote at the Meeting or to appoint a proxy or a representative (in the case of a corporate shareholder) to attend and vote on their behalf:
 - a proxy need not be a shareholder of Vector Limited (the "Company");
 - if you wish, you may appoint the "Chair of the Meeting" as your proxy;
 - if the shares are held jointly, the appointment of the proxy is on behalf of each joint holder;
 - the person signing this form represents and warrants it is duly authorised to do so.
- If the shares are held jointly, the voting instructions given are on behalf of each joint holder.
- The Chair of the Meeting at the Annual Meeting is normally the Chair of the Vector Board, or, in her absence, another director of Vector. If a shareholder wishes to appoint the Chair of the Meeting as their proxy and direct how their proxy is to vote, the shareholder should tick the "for" or "against" or "abstain" box in respect of the relevant resolution. If a shareholder leaves the "for" and "against" and "abstain" boxes for any resolution blank, the Chair of the Meeting who has been appointed as the shareholder's proxy will be able to exercise the shareholder's vote on that resolution at their discretion.
- If a shareholder appoints any director of Vector as their proxy, and does not direct the director appointed as proxy how to vote, their vote will be exercisable by that director at that director's discretion.

- If, in appointing a proxy, you have inadvertently not named someone 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.

ELECTRONIC VOTING

You can appoint a proxy to cast your vote electronically by accessing Investor Vote (www.investorvote.co.nz) in accordance with the above instructions. Use this option if you will NOT be attending the Meeting and wish to lodge your proxy electronically. Do not return this form if you have lodged your proxy using Investor Vote.

INSTRUCTIONS FOR POSTAL PROXY FORMS

INDIVIDUAL

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

JOINT HOLDING

At least one joint shareholder should sign this form (on behalf of all joint shareholders). In the case of joint shareholders, if the shareholders appoint different voting proxies, the vote of the proxy appointed by the first named shareholder will be counted.

POWER OF ATTORNEY

Where the form of proxy is signed by an attorney, the Power of Attorney under which it is signed if not previously produced to the Company, must accompany the proxy form.

COMPANIES

A proxy granted by a company must be signed by a duly authorised officer or attorney.

CORPORATE REPRESENTATIVE

If a representative of a corporate security holder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

MAILING

If mailing the proxy form within New Zealand, please use the Business Reply Paid envelope enclosed; seal and mail. No postage is required. If mailing the proxy form from outside New Zealand, you must affix the necessary postage from the country of mailing.

TURN OVER TO COMPLETE THE FORM TO VOTE 

proxy form

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/WE

being a shareholder/shareholders of Vector Limited appoint:

_____ of _____
(full name of proxy) (full address)

or failing him/her: _____ of _____
(full name of proxy) (full address)

As my/our proxy to vote for me/us on my/our behalf at the **Annual Meeting of Vector Limited to be held at the South Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland on Monday 23 September 2019 at 2.00pm** and at any adjournment thereof; and to vote any resolution, on any resolution so amended and on any other resolution proposed.

STEP 2 ITEMS OF BUSINESS – VOTING INSTRUCTIONS/BALLOT PAPER (A poll will be called on all resolutions)

Instruct your proxy to vote by placing an "X" in the relevant box. If you want him or her to decide how to vote on the resolution, please mark the box "Proxy Discretion". Please note that if you mark the "Abstain" box for an item, you are directing your proxy not to vote on your behalf on the poll and your votes will not be counted in counting the required majority. The Chair intends to vote all discretionary proxies in favour of resolutions 1 to 7.

ORDINARY BUSINESS	PROXY			
	FOR	AGAINST	ABSTAIN	DISCRETION
Election and Re-election of Directors				
1. To elect Tony Carter as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Dame Paula Rebstock as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Bruce Turner as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Jonathan Mason as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Alastair Bell as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Appointment and Remuneration of Auditor				
6. To record the automatic reappointment of the Auditor, KPMG, and to authorize the directors to fix the remuneration of the Auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Amendment of constitution				
7. To amend Vector's constitution in the form and manner described in the explanatory notes, with effect from the close of the Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Please refer to the Notice of Meeting for details of the resolutions.)

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

Shareholder 1

Shareholder 2 (if applicable)

Shareholder 3 (if applicable)

Individual/Director/authorised signatory/attorney

Individual/Director/authorised signatory/attorney

Individual/Director/authorised signatory/attorney

Contact Name _____

Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual meeting of Vector Limited to be held at the South Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland on Monday 23 September 2019 at 2.00pm.