

Lodge your proxy



Online

www.investorvote.co.nz



By Email

corporateactions@computershare.co.nz



By Mail

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By Fax

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FOR ALL ENQUIRIES CONTACT



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PROXY/VOTING FORM



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 InvestorVote 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 Thursday 29 September 2022 at 2.00pm at the World Cup Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland, please bring this form to the meeting as your admission card to assist registration.

HYBRID MEETING: If the COVID-19 situation deteriorates, Vector may determine that the 2022 Annual Meeting will move to being a virtual meeting only. If this occurs, we will provide shareholders with as much notice as is reasonably practicable via the NZX. Details of how to attend the Annual Meeting virtually are set out in the Virtual Meeting Guide.

Smartphone?
Scan the QR code
to vote now.



FOR YOUR PROXY APPOINTMENT TO BE
EFFECTIVE IT MUST BE RECEIVED BY
2.00PM ON TUESDAY 27 SEPTEMBER 2022

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 Monday 26 September 2022 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 his 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 this 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 InvestorVote (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 InvestorVote.

HYBRID MEETING

The hybrid meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide that accompanies this Proxy/Voting Form.

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.

GO ONLINE TO LODGE YOUR PROXY OR TURN OVER TO COMPLETE THE FORM 

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 World Cup Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland on Thursday 29 September 2022 at 2.00pm** and at any adjournment thereof; and to vote any resolution, on any resolution so amended and on any other resolution proposed. No amendments to resolutions proposed or resolutions from the floor will be accepted.

If your proxy is not the Chair of the Meeting or any 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 admission to the virtual meeting for your proxy.

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 resolutions, 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 8.

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
Election and Re-election of Directors				
1. To elect Paul Hutchison as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Jonathan Mason as a Director of the Company for a further one year term ending on the date of the 2023 annual meeting of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Paula Rebstock as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Alastair Bell as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Doug McKay as a Director of the Company with effect on and from 1 October 2022.	<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 authorise 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"/>
Alterations to Constitution				
7. To alter Vector's constitution in the form and manner described in the Notice of Meeting, with effect from the close of the Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Director Remuneration				
8. That directors' fees be set as a total annual fee pool, and increase over two financial years by \$281,820 from \$805,200 to \$1,087,020 (plus GST, if any), with the first annual fee pool to apply to the 2023 financial year, and to be divided among the directors as the Board determines, as more particularly described in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Shareholder 1	Shareholder 2 (if applicable)	Shareholder 3 (if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Individual/Director/authorised signatory/attorney Individual/Director/authorised signatory/attorney Individual/Director/authorised signatory/attorney

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).

ATTENDANCE SLIP



Annual meeting of Vector Limited to be held at the World Cup Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland on Thursday 29 September 2022 at 2.00pm.