

# PRODUCER

# SHAREHOLDER VOTING AND PROXY FORM

Zespri Group Limited 2018 Special Meeting held at 1pm Wednesday, 14 March at ASB Arena, 81 Truman Lane, Mount Maunganui, New Zealand.

## LODGE YOUR POSTAL VOTE OR APPOINT A PROXY

**Online [www.investorvote.co.nz](http://www.investorvote.co.nz)**  
Must be received by 1pm 12 March 2018

**By Post**  
Computershare Investor  
Services Limited  
Private Bag 92119  
Auckland 1142  
New Zealand  
Must be received by 1pm 12 March 2018

## ENQUIRIES

**Phone**  
+64 9 488 8777  
[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

## WWW.INVESTORVOTE.CO.NZ

### Zespri Group Limited Special Meeting

Lodge your vote or appoint your proxy online, 24 hours a day, 7 days a week:

#### Your secure access information

Control Number:

CSN/Holder Number:

#### PLEASE NOTE:

You will need your Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online. The number of votes a shareholder can cast might not equal the number of shares that person holds. Refer to the Notice of Meeting for further information.

**For your proxy or vote to be effective it must be received by 1pm on Monday, 12 March 2018.**

## SMARTPHONE?

Scan the QR code to vote now.



## VOTING

- Voting on all resolutions put to the meeting will be by poll. You may cast your vote in one of the ways described below.  
**(a) Attending and voting in person** – You should bring this Voting and Proxy Form to the meeting and hand it to the share registrar at the entrance to the meeting, who will register you for electronic voting at the meeting and provide an electronic device to you.  
**(b) Voting from the Lumi AGM app at the meeting** – You should follow the instructions set out in the Virtual Special Meeting Guide 2018. We suggest that you complete the set up prior to the meeting commencing.  
**(c) Casting a postal vote** – You may cast a postal vote on one or more of the resolutions by completing the FOR, AGAINST or ABSTAIN boxes and signing this Voting and Proxy Form.  
**(d) Appointing a proxy** – You may appoint a proxy to attend the meeting and give the proxy discretion by leaving the voting instruction blank. Note: if you appoint the chairman or any other director as your proxy, then undirected proxies granted to the chairman or a director will be voted in favour of Resolutions 1,2,3, 5 and 7. If your proxy is not the chairman or a director and they will be attending remotely online using Lumi AGM, please ensure that you provide their contact details (phone and email address). If this is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.
- Postal votes and any appointment of proxy must be lodged at the office of the Share Registrar Computershare by 1pm (New Zealand time) Monday **12 March 2018** by online voting or return of this form.

## SIGNING INSTRUCTIONS

### Individual

Where a shareholder is an individual, this Voting and Proxy Form must be signed by the shareholder or his or her duly authorised attorney.

### Companies

Where a shareholder is a company, this Voting and Proxy Form must be filled in and signed by a duly authorised attorney or officer.

### Trusts

Where a shareholder is a trust, this Voting and Proxy Form should be signed by at least one trustee in accordance with the relevant trust deed or by a duly authorised attorney.

### Partnerships

Where a shareholder is a partnership, this Voting and Proxy Form should be signed by at least one partner in accordance with the rules governing the partnership.

### Joint Shareholders

At least one joint shareholder should sign this Voting and Proxy Form (on behalf of all joint shareholders).

### Power of Attorney

If this Voting and Proxy Form is completed by an attorney, the power of attorney or certified copy must, if not previously produced to Zespri Group Limited, accompany the Voting and Proxy Form together with a completed certificate of “non-revocation of authority”.

## MAILING INSTRUCTIONS

- If mailing from within NZ place the form in the enclosed reply paid envelope.
- If mailing from outside NZ, place the form in the enclosed reply paid envelope and affix necessary postage from country of mailing.

## RESOLUTIONS

### Resolutions supported by the board

	FOR	AGAINST	ABSTAIN
1. Shareholder vote (current voting cap) to change Constitution based on the outcomes of Resolutions 3 to 6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Shareholder vote (regulatory) to change Constitution based on the outcomes of Resolutions 3 to 6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Producer interest group vote to approve share cap and voting cap.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Producer vote to approve dividend cap for future non-producers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Shareholder major transaction approval of share issuances, buy-backs and distributions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## APPOINTMENT OF PROXY

If you would like a proxy to attend the Special Meeting on your behalf, you must appoint a proxy. This may be the chairman (Mr Peter McBride of Tauranga) or any director if you so wish. A proxy need not be a shareholder of the company.

I/We being a shareholder/s of Zespri Group Limited hereby appoint:

Name of Proxy (full name) ..... (of address) .....

or failing him/her

Name of Proxy (full name) ..... (of address) .....

as my/our proxy to vote for me/us on my/our behalf on the resolutions set out in the Notice of Meeting, and on any other matters appropriately put to the Special Meeting of shareholders to be held at 1pm on Wednesday, 14 March 2018, and at any adjournment or postponement of that meeting. Unless otherwise instructed by me/us, proxy may vote as he/she sees fit.

**If your proxy is not the chairman or a director, and they will be attending remotely online, please provide their phone number and email address.**

### Proxy Contact Details

(phone) ..... (email) .....

## SIGNATURE OF SHAREHOLDER(S)

Signature of shareholder(s): I hereby exercise my voting rights and confirm any relevant appointments as set out above.

Signed this ..... day of ..... 2018

Signature(s) .....