
LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/voting/BTH>

Scan & email:

meetings@linkmarketservices.co.nz

Fax: +64 9 375 5990

Deliver:

Link Market Services
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010

Mail

Use the enclosed reply paid envelope or address to :
Link Market Services Limited
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998

| enquiries@linkmarketservices.co.nz

PROXY FORM/ADMISSION CARD FOR BETHUNES INVESTMENTS LIMITED'S ANNUAL MEETING

An Annual Meeting of Shareholders (**Meeting**) will be held at 12.15pm on Thursday 22 October 2020 at the offices of SwimTastic Limited, at 69a Merton Road, St Johns, Auckland. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Bethunes' share registry, Link Market Services, by no later than 12.15pm, Tuesday 20 October 2020. 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/BTH> or by scanning the QR code above with your smartphone.

Appointment of proxy

Any shareholder of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A proxy does not need to be a shareholder of the Company. The Chairman of the Meeting can be appointed as a proxy. Where the Chairman is appointed as a discretionary proxy, he intends to vote in favour of the Resolutions.

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 the item of business. If you do not make an election in respect of the resolution, your proxy may vote as he/she sees fit. If you make more than one election in respect of the Resolution your vote will be invalid on that Resolution. 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 of the Meeting is deemed to be the proxy for the purpose of that form, but only to the extent of the voting instructions as provided.

Appointing the Chairman of the Meeting as your proxy

If you expressly appoint the Chairman of the Meeting as your proxy and elect to give him discretion on how to vote on the Resolution, you acknowledge that he will exercise your vote in favour of the Resolutions.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form 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

This proxy may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

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 Bethunes Investments Limited hereby appoint:

hereby appoint _____ of _____

or failing him/her _____ of _____

As my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 12.15pm on Thursday, 22 October 2020 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 please tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted computing the required majority, for that item. If no box is ticked for an item, your proxy may vote as he/she sees fit.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolution approved by not less than 95% of the votes of those shareholders entitled to vote and voting on the resolution:

| | For | Tick (✓) in box to vote Against | Abstain | Discretion |
|---|--------------------------|------------------------------------|--------------------------|--------------------------|
| Opt out of audit requirement: That, in accordance with s 2071 of the Companies Act 1993, BIL may (at the discretion of the Board) opt out of appointing an auditor for the current financial year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

To consider and, if thought fit, pass the following ordinary resolutions:

| | For | Tick (✓) in box to vote Against | Abstain | Discretion |
|--|--------------------------|------------------------------------|--------------------------|--------------------------|
| Auditor's fees: That the directors are authorised to fix the auditor's remuneration for the current financial year if resolution 1 is not passed. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Appointment of Tom Reeves: That Tom Reeves, who is available and eligible for appointment, be appointed as a director of the Company. | <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.

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

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.