



## PROXY FORM FOR THE 2019 ANNUAL MEETING

The Annual Shareholders Meeting of ikeGPS Group Limited (“ikeGPS Group Limited”) will be held at the The Lady Norwood Room Sofitel hotel, 11 Bolton Street, Wellington, on Friday 6 September 2019 at 2pm (New Zealand Standard Time). For your proxy to be effective it must be received by 2pm (New Zealand Standard Time), Wednesday 4 September 2019.

### APPOINTMENT OF PROXY

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. If, in appointing your proxy, you do not name a person as your proxy (either online or on this Proxy Form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction.

#### 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 (resolutions 1 to 4). If you do not make an election in respect of a resolution your proxy may vote as they choose.

If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

#### Appointing the Chairman of the meeting or a director as your proxy

If you expressly appoint the Chairman of the meeting or any other director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they may exercise your vote (unless a voting restriction applies) even if they have an interest in the outcome of that resolution. The Chairman of the meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1 to 4.

## LODGE YOUR PROXY

### Online

<http://vote.linkmarketservices.com/IKE>

### Scan & Email

[meetings@linkmarketservices.co.nz](mailto: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  
New Zealand

## SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE

### General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

### ATTENDING THE MEETING

If you wish to vote in person, you should attend the meeting. Please bring this Proxy Form with you to the meeting to assist with your registration.

A corporation may appoint a person to attend the meeting as its representative in the same manner in which it would appoint a proxy.

### SIGNING INSTRUCTIONS FOR PROXY FORMS

#### Individual

Where the holding is in one name, the security holder must sign.

#### Joint holding

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney

If this Proxy Form has been signed by an 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.

#### Company

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

Go online to <http://vote.linkmarketservices.com/IKE> to appoint and give directions to your proxy or turn over to complete the form.

# PROXY/CORPORATE REPRESENTATIVE FORM

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

I/We being a shareholder/s of ikeGPS Group Limited

Hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he/she sees fit, subject to any applicable restrictions in the NZX Main Board Listing Rules) at the **The Lady Norwood Room Sofitel hotel, 11 Bolton Street, Wellington, on Friday 6 September 2019 at 2pm (New Zealand Standard Time)** and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chairman of the Meeting' or any other director.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

**Please note:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf the poll during the meeting and your votes will not be counted in computing the required majority.

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

	FOR	AGAINST	PROXY DISCRETION	ABSTAIN
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**Item 1** That the directors are authorized to fix the auditor's remuneration

**Item 2** That Mr Bill Morrow, appointed by the Board as a director effective 20 December 2018 and who retires and is eligible for election, is elected as a director of ikeGPS Group Limited.

**Item 3** That Mr Glenn Milnes, who retires by rotation and is eligible for re-election, is re-elected as director of ikeGPS Group Limited.

The shareholders of the Company are requested to consider and, if thought fit, to pass the following special resolution:

**Item 4** That the existing Constitution of the Company be revoked and a new Constitution in the form tabled at the meeting, and referred to in the explanatory notes, be adopted by the Company.

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders Meeting but would like to ask a question you can submit a question online by going to <http://vote.linkmarketservices.com/IKE> and completing the online validation process or complete the question section below and return to Link Market Services in the reply paid envelope enclosed. Questions will need to be submitted by Wednesday 4 September 2019. The Board will address and answer questions at the Annual Shareholders Meeting.

Question:

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

Security holder1

or duly authorised officer or attorney

Security holder2

or duly authorised officer or attorney

Security holder3

or duly authorised officer or attorney

Date \_\_\_\_\_

Daytime Phone number \_\_\_\_\_

## Electronic Investor Communications:

If you received the Notice of Meeting & Proxy by mail and wish to receive your future investor communications by email please provide your email address below.