

The New Zealand Division of The Chartered Governance Institute Proxy Form

Annual General Meeting – Ordinary Business

For your proxy to be valid, you must be a financial member of The Chartered Governance Institute. Insert your name and membership number below and sign this form.

| | |
|-------------------|----------------------|
| Name | <input type="text"/> |
| Membership Number | <input type="text"/> |
| Signature | <input type="text"/> |

If you wish the 2022 Board Chair, Julie Hardaker FCG FGNZ, or the duly appointed chair of the meeting to act as your proxy, put a cross (X) against the relevant box, or otherwise write the name of your proxy in block capitals and put a cross (X) in the third box. Your proxy must be another financial Member of The Chartered Governance Institute. If your proxy is unable to attend the meeting, your proxy reverts to the chair unless you delete the words "The chair of the meeting, or"

I, being a Member of the New Zealand Division of The Chartered Governance Institute hereby appoint:

| | |
|--------------------------|--|
| <input type="checkbox"/> | Julie Hardaker FCG FGNZ, the chair of the meeting or |
| <input type="checkbox"/> | - Member GNZ |

as my proxy to vote for me on my behalf at the **Annual General Meeting** of the Division, to be held on the **16th day of November 2022** at 5.30pm and at any adjournment thereof. Unless otherwise indicated below, or on any matter properly before the meeting but not referred to below, my proxy may exercise their discretion as to how they vote.

Please indicate with a cross (X) in the spaces below how you wish your vote to be cast. In the absence of such indication the proxy will exercise his/her discretion in voting.

| RESOLUTIONS (X the appropriate box) | FOR | AGAINST |
|--|--------------------------|--------------------------|
| 1. Accept the verbal report from the Committee for New Zealand of the activities of the Committee and the affairs of the New Zealand Division for the past financial year. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Accept the Annual Report of Governance New Zealand Inc to the Committee for New Zealand. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Note the retirement of Committee member, Northern Electoral Representative Siddhartha Sharma FCG FGNZ of Auckland | <input type="checkbox"/> | <input type="checkbox"/> |

- | | | |
|---|--------------------------|--------------------------|
| 4. Receive and consider the election of Northern Electoral Representative: Yee Yang Lee FCG FGNZ of Auckland | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Receive and consider the retirement and re-election of Southern Electoral Representative: Kathryn Reid FCG FGNZ of Christchurch | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Note the election of Committee for New Zealand offices holders. President for the 2023 year: Vice-President for the 2023 year: Treasurer for the 2023 year: | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approve the Reports on Affairs and Performance Report made up to 30 June 2022 and authorise the Board to appoint an auditor for the 2022/2023 financial year. The Committee has sub-delegated to the Governance New Zealand Inc. certain activities, tasks, and responsibilities with respect to the management and administration of the affairs of the New Zealand Division and the Committee, including the completion of an audit. Governance New Zealand Inc. reports on those matters in its 2022 Annual Report. | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That the Committee be authorised to approve as a correct record the minutes of the AGM of the New Zealand Division. | <input type="checkbox"/> | <input type="checkbox"/> |

Once completed send the form in its entirety, via email to secretary@governancenz.org; no later than **4.30pm Monday 14th November 2022**, so that arrangements can be made to deliver your proxy form to the Annual General Meeting not less than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Rule 12.3: The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Rule 12.5: The proxy may vote at any subsequent meeting being an adjourned meeting of the original meeting and should the Member who appointed the proxy be able to attend an adjourned meeting to vote personally then if that Member so wishes he may cancel the authority conferred by the proxy instrument.

Rule 12.6: No Member shall be entitled to be present or vote at any meetings while he is under any pecuniary liability to The Chartered Governance Institute, the New Zealand Division, or Governance New Zealand Inc. which shall have existed for more than three months.