

# Proxy/Voting form

For the Tower Limited Annual Meeting of Shareholders to be held at Guineas Room 3, Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Auckland, New Zealand, on Thursday 1 March 2018 at 2.00pm New Zealand time.

For your vote to be effective it must be received by **2:00pm** (New Zealand time) **Tuesday 27 February 2018**

## Lodge your vote



### By mail in New Zealand:

Tower Share Registry  
Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142, New Zealand



### Or mail in Australia:

Tower Share Registry  
Computershare Investor Services Pty Limited  
GPO Box 3329, Melbourne, VIC 3001, Australia



**By Fax in New Zealand:** +64 9 488 8787

**By Fax in Australia:** +61 3 9473 2555



## For all enquiries contact

Freephone within New Zealand: 0800 222 065

Telephone within New Zealand: +64 9 488 8777

Freephone within Australia: 1800 501 366

Telephone within Australia: +61 3 9415 4083



corporateactions@computershare.co.nz



Vote online: [www.investorvote.co.nz](http://www.investorvote.co.nz) available 24 hours a day, 7 days a week



## Smartphone?

Scan the QR code

### Your secure access information

Control number:

CSN/Securityholder Number:



**Please note:** You will need your CSN/Securityholder Number and Postcode or country of residence (if outside New Zealand) to securely access Investorvote and then follow the prompts to appoint and exercise your vote online.

### What is this form?

This Proxy Form allows you to appoint someone to vote in your place at Tower's Annual Shareholder Meeting if you are unable to attend.

### Can I still attend the meeting in person?

Yes, you can attend the meeting in person. Bringing this form with you will assist us with registering you to vote on the day.

### How do I appoint a Proxy?

If you wish to appoint a Proxy to attend the meeting in your place, simply fill out the form on the next page.

### Who can I appoint?

The person you appoint as your Proxy does not have to hold shares in Tower. You can also appoint the Chairman of the meeting, or any other Tower Director, if you wish. If, in appointing a proxy, you have not named a person to be your Proxy, or your named Proxy does not attend the Meeting, the Chairman will be your Proxy.

### How will my Proxy vote?

Your Proxy will vote whichever way you direct. Just tick next to each resolution on the next page whether you are 'For' or 'Against' the resolution. You can also allow the Proxy to decide how to vote by ticking the 'Proxy Discretion' box, or you can choose to 'Abstain'. If you don't tick anything, your Proxy can vote however they wish. If you tick more than one box next to each resolution, your vote will be invalid on that particular resolution.

If your Proxy is the Chairman of the Meeting or any other Tower Director, and you tick the 'Proxy Discretion' box or do not include an express direction, they will vote in favour of all resolutions.

### I am a representative of a corporate shareholder – do I need to provide any other documentation?

Yes – in addition to the completed Proxy form, you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" before you will be admitted to the meeting.

### Will you allow motions from the floor at the meeting?

Motions from the floor will not be allowed unless they are consistent with the meeting's agenda, however you can ask questions at the meeting.

### Can I attend the meeting virtually?

You will be able listen to the Annual Shareholder Meeting by webcast (see the Notice of Meeting for details), however you will not be able to log in and ask questions via an online portal during the meeting. If you wish to ask questions, we encourage you to attend the meeting or appoint a Proxy to attend for you.

## Signing Instructions

### Individual

Where the holding is in one name, the securityholder must sign the form.

### Joint Holding

Where the holding is in more than one name, all of the securityholders should sign the form.

### Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with Tower) and a signed certificate of non-revocation of the power of attorney must be provided with this Proxy Form.

### Companies

The Proxy Form should be signed by a Director or an authorised officer. Please sign in the appropriate place and indicate which office you hold.

### Where do I send this form?

You can lodge your Proxy Form by post, fax or email at the details listed under the heading 'Lodge Your Vote' at the top of this form. Alternatively you can appoint a proxy online by going to [www.investorvote.co.nz](http://www.investorvote.co.nz), or if you have a Smartphone, by scanning the QR code on the first page of this Proxy Form and following the prompts.

Online and Smartphone proxy appointments must be received by 2.00pm (New Zealand time) on Tuesday 27 February 2018.

# Proxy/Corporate Representative form

## 1 Step one appoint a Proxy to vote on your behalf

I/We being a member/s of Tower Limited

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) at the Annual Meeting of shareholders of Tower Limited to be held at Guineas Room 3, Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Remuera, Auckland, New Zealand on Thursday 1 March 2018 at 2.00pm and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chairman of the Meeting'.

## 2 Step two Items of Business/Resolutions - Voting Instructions/Ballot Paper (if a Poll is called)

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

Resolutions	FOR	AGAINST	PROXY DISCRETION	ABSTAIN
<b>1 Appointment and remuneration of the Auditor:</b> To record the reappointment of PricewaterhouseCoopers as auditor of Tower Limited and to authorise the Directors to fix the auditor's remuneration. <i>(See Explanatory Note re item 3/Resolution 1)</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>Re-election and election of Directors (by separate ordinary resolution)</b>				
<b>2</b> To re-elect Steve Smith as a director <i>(See Explanatory Note re item 4/Resolution 2)</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>3</b> To elect Wendy Thorpe as a director <i>(See Explanatory Note re item 4/Resolution 3)</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

## 3 Sign Signature of Securityholder(s)

This section must be completed

**Securityholder 1**

(or Director/Authorised Officer)

Contact name

**Securityholder 2**

(if second joint shareholder)

Telephone (day)

**Securityholder 3**

(if third joint shareholder)

Date

Attendance slip



Annual Meeting of Tower Limited to be held at Guineas Room 3, Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Remuera, Auckland, New Zealand on Thursday 1 March 2018 at 2.00pm.