



Lodge Your Vote

Online at: www.investorvote.co.nz

By email: corporateactions@computershare.co.nz



By mail in New Zealand

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



Or mail in Australia

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



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**

PROXY/VOTING FORM

For the **Tower Limited (Tower)** Annual Meeting of Shareholders to be held both online at Computershare's online web platform at www.meetnow.global/nz (see the Virtual Meeting Guide released with the Notice of Meeting for more information) and at Guineas Room 3, Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Auckland, New Zealand, on **Wednesday, 2 February 2022 at 10.00am (NZT)**.

For your vote to be effective it must be received by 10:00am (NZT) Monday, 31 January 2022.

Vote Online: www.investorvote.co.nz available 24 hours a day, 7 days a week.

Your secure access information

Control number:

CSN/Securityholder Number:

Please note: You will need above Control number, 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.

Smartphone?
Scan the code



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 (but you will not be able to vote if you have appointed a Proxy).

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 Chair 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 Chair 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 do not 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 you appoint the Chair of the Meeting or any other

Tower Director, they will vote in favour of all resolutions, even if they have an interest in the outcome of a resolution, to the extent permitted by the NZX Listing Rules, ASX Listing Rules, and Tower's constitution.

There are no voting restrictions on the resolutions proposed in the Notice of Meeting.

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 agenda. You can however ask questions at the Meeting and the attached RSVP form has a space for you to submit questions before the Meeting.

A Proxy is able to vote on motions from the floor and/or any resolutions put before the Meeting to amend the resolutions stated in the Notice of Meeting.

Can I attend the meeting virtually?

The Meeting will be a hybrid meeting, held both online at www.meetnow.global/nz (see the virtual meeting guide released with the Notice of Meeting for more information on how to participate online) and in person at the Ellerslie Event Centre.

Signing Instructions

Individual

Where the holding is in one name, the securityholder must sign this Proxy Form.

Joint Holding

Where the holding is in more than one name, all of the securityholders must sign the Proxy 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 Computershare) 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 my Proxy Form?

You can lodge your Proxy Form by post or by 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, or if you have a Smartphone, by scanning the QR code on the first page of this Proxy Form and following the prompts.

All Proxy appointments must be received by 10.00am (NZT) on Monday, 31 January 2022.

Please turn over to complete the form to vote

Proxy/Corporate Representative Form

1 Step 1: Appoint a Proxy/Corporate Representative to vote on your behalf

I/We being a shareholder/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 they see fit) at the Annual Meeting of shareholders of Tower Limited to be held both online at Computershare's online web platform at www.meetnow.global/nz (see the Virtual Meeting Guide released with the Notice of Meeting for more information) and at Guineas Room 3, Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Auckland, New Zealand on Wednesday, 2 February 2022 at 10.00am (NZT) and at any adjournment of that meeting. If you wish, you may appoint as your Proxy 'The Chair of the Meeting'.

If your Proxy is not the Chair of the Meeting or another Director of Tower Limited, please ensure that you provide their contact details (phone and email address) below. If this information is not provided, your Proxy's admission to the online Meeting is not guaranteed.

Proxy contact details

Phone _____ Email _____

2 Step 2: Items of Business/Resolutions - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an Item, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Proxy Discretion	Abstain
1. Auditor Remuneration That the Board be authorised to determine the auditor's fees and expenses for the 2022 financial year. (See Explanatory Note 1)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. Re-election of Director (Warren Lee) That Warren Lee, who retires on rotation in accordance with NZX Listing Rule 2.7.1, be re-elected as a Director of Tower. (See Explanatory Note 2)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. Re-election of Director (Graham Stuart) That Graham Stuart, who retires on rotation in accordance with NZX Listing Rule 2.7.1 be re-elected as a Director of Tower. (See Explanatory Note 3)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. Re-election of Director (Marcus Nagel) That Marcus Nagel, who retires on rotation in accordance with NZX Listing Rule 2.7.1 be re-elected as a Director of Tower. (See Explanatory Note 4)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5. Capital return That the scheme of arrangement relating to the return of capital to shareholders, as set out in the Arrangement Document annexed to the Notice of Meeting, dated 22 December 2021, be approved. (See Explanatory Note 5)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

3 Step 3: Sign Signature of Securityholders

This section must be completed.

Securityholder 1
(or Director/Authorised Officer)

Securityholder 2
(if second joint shareholder)

Securityholder 3
(if third joint shareholder)

Contact name

Telephone (day)

Date



Annual meeting of Tower Limited to be held both online at Computershare's online web platform at www.meetnow.global/nz (see the virtual meeting guide released with the Notice of meeting for more information) and at Guineas Room 3, Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Auckland, New Zealand on **Wednesday, 2 February 2022 at 10:00am (NZT)**.