



Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 2.00pm on Wednesday 22 July 2020.

VIRTUAL MEETING

On account of the global Covid-19 pandemic, the Company will hold its first virtual Annual Meeting. All shareholders will have the opportunity to attend and participate in the 2020 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). The virtual meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide 2020 that accompanies this Proxy/Voting Form.

Appointment of Proxy

1. A shareholder of the Company who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her.
A proxy need not be a shareholder of the company. You can appoint a proxy online or by completing and returning this proxy form by mail, fax, or email in accordance with the instructions set out in this form.
2. The Chairperson of the meeting, Paul Ridley-Smith of Wellington, is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chairperson intends to vote all discretionary proxies, for which he has authority to vote, in favour of the Resolutions. However, if he is appointed a proxy, for the purposes of resolution 2, the proxy is deemed to appoint the chair of the meeting who puts resolution 2 to the vote.
3. If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

Voting of your holding

Please direct your proxy to vote by marking the appropriate box on the form:

- if you tick the FOR box you are directing your proxy to cast your vote in favour of the resolution;
- if you tick the AGAINST box you are directing your proxy to cast your vote against the resolution.
- if you tick the PROXY DISCRETION box you are directing your proxy to make the decision about how to cast your vote for that resolution;
- if you tick the ABSTAIN box you are directing your proxy not to cast the vote on your behalf for that particular resolution;
- if you correctly appoint a proxy and either do not tick any, or only tick some (but not all) of the voting boxes, this will be counted as a tick in the ABSTAIN box for any resolutions for which you have not ticked a box.

Electronic Voting

You can appoint a proxy to cast your vote electronically by accessing InvestorVote (www.investorvote.co.nz) in accordance with the above instructions. Use this option if you will NOT be attending the Meeting and wish to lodge your proxy electronically. Do not return this form if you have lodged your proxy using InvestorVote.

Signing Instructions for Postal Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

Joint holders should all sign this form.

Power of Attorney

When the form of proxy is signed by an attorney, the Power of Attorney under which it is signed, if not previously produced to the Company, must accompany the proxy form.

Companies

A proxy granted by a company must be signed by a duly authorised officer or attorney.

Corporate Representative

If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Virtual Meeting

The virtual meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide 2020 that accompanies this Proxy/Voting Form.

Go online to lodge 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/shareholders of Trustpower Limited

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 as a virtual meeting on Friday, 24 July 2020 at 2.00pm** and at any adjournment thereof; and to vote on any resolution to amend a resolution, on any resolution so amended and on any other resolution proposed.

STEP 2 Items of Business - Voting Instructions

Please note: Instruct your proxy to vote by placing an “☑” in the relevant box. If you want him or her to decide how to vote on the resolution, please mark the box “Proxy Discretion”. If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

Ordinary Business	For	Against	Proxy	
			Discretion	Abstain
1. That the Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as auditors of the Company for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr Paul Ridley-Smith be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1 <input type="text"/>	Shareholder 2 <input type="text"/>	Shareholder 3 <input type="text"/>
---------------------------------------	---------------------------------------	---------------------------------------

or Sole Director/Director

or Director (if more than one)

Contact Name _____ Contact Daytime Telephone _____ Date _____

Shareholders can still attend the meeting electronically, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).

