

Lodge your postal vote or proxy



Online
www.investorvote.co.nz



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



By Fax
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For all enquiries contact



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Proxy/Voting Form

	www.investorvote.co.nz	Smartphone?
	Lodge your vote or appoint a proxy, 24 hours a day, 7 days a week:	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 lodge or appoint your proxy online.		
For your proxy to be effective it must be received by 11.00am on Wednesday, 04 August 2021.		

If shareholders do not wish to attend the meeting in person at Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Auckland, shareholders will have the opportunity to attend and participate in the 2021 Special 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 2021 that accompanies this Proxy/Voting Form.

Notes

1. Appointment of Proxy:

As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote in your place. A proxy need not be a shareholder of the Company. You may, if you wish, appoint "The Chairman of the Meeting" as your Proxy. The Chairman intends to vote any undirected proxies held by him in favour of Resolutions 1 and 2. Joint holders should all sign the form if appointing a Proxy.

If you have ticked the "PROXY DISCRETION" box and your named proxy does not attend the meeting or you have not named a proxy, the Chairman of the meeting will act as your proxy. With respect to any other direction the proxy form will take effect as a postal vote. The Chairman's voting intentions are set out in the paragraph above, and he is not subject to any voting restrictions.

As noted under "Voting entitlements and disqualifications" in the Notice of Meeting the Customers (and their Associated Persons, including the Customer Directors) are disqualified from voting on Resolution 2 under the NZX Listing Rules. Therefore, any such persons may only act as proxies in respect of Resolution 2 in accordance with express instructions of the shareholder appointing them as a proxy (i.e. discretionary proxies given to a Customer (or their Associated Persons, including the Customer Directors) for Resolution 2 will not be valid and they will be ineligible to vote on related motions).

If you are a company you may appoint a proxy or you may appoint a representative to attend the meeting using this Form, signed on your behalf by a person authorised by resolution of your board. If this Form has been signed under a power of attorney a signed certificate of non-revocation of the power of attorney must be provided to the Company with this Form.

2. Postal Voting:

If you are unable or do not wish to attend the meeting or appoint a proxy or representative, you may cast a postal vote by completing and lodging this Form in accordance with the instructions below. Alternatively, you may cast your vote online at www.investorvote.co.nz.

3. Resolutions:

If you wish to instruct your Proxy how to vote, or if voting by post, please do so by placing a tick in the FOR, AGAINST or ABSTAIN box for each resolution upon which you wish to vote. If you wish the Proxy to vote or abstain from voting as he or she thinks fit, you must place a tick in the PROXY'S DISCRETION box. If you do not mark any box in respect of a resolution, in the case of a postal vote you will be deemed to have abstained from voting on that resolution and in the case of an appointment of a Proxy you will be deemed to have given your Proxy discretion as to whether and how to vote on that resolution. If a vote is required on any other matter at the meeting a Proxy may vote or abstain from voting on that matter on your behalf as he or she thinks fit.

To be valid, this Form must be deposited with the Company, by:

- Depositing it at the Registered Office of the Company;
- Online at www.investorvote.co.nz
- Delivering it to the Company's share registrar's office at Level 2, 159 Hurstmere Road, Takapuna, Auckland
- Posting it to the Company's share registrar's office in the supplied reply paid envelope; or
- Faxing it to the Company's share registrar at +64 9 488 8787

In each case it must be received at least 48 hours before the time for holding the meeting (that is, not later than 11.00am on Wednesday, 04 August 2021).

Go online to vote, or turn over to complete the form

Proxy/Voting Form

STEP 1 Postal Voting Form or Proxy Voting Instructions

Please note: Please complete this section if you wish to appoint a proxy or representative or if you wish to vote by post or by fax. Tick the box that applies. Mark only ONE box in respect of each resolution.

Resolutions	For	Against	Proxy Discretion	Abstain
1. That the Proposal is approved for the purposes of NZX Listing Rule 5.1.1(a) and, to the extent applicable, NZX Listing Rule 5.1.1(b) and section 129 of the Companies Act 1993, subject to the Approved Requirements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Refining NZ's entry into documentation with each of the Customers (or their nominees) for the provision of import terminal services and transitional arrangements from the Processing Agreements, is approved as a Material Transaction under NZX Listing Rule 5.2.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Other Matters

I wish to appoint a proxy to attend the meeting on my behalf.

NO	YES
<input type="checkbox"/>	<input type="checkbox"/>

If your proxy will be attending the meeting remotely, 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): _____

STEP 2 Appoint a Proxy to Vote on Your Behalf

You may complete this Form if you are NOT attending the meeting and you wish to appoint a proxy or representative to attend in your place. You may complete only the Resolutions section of this Form if you wish to vote by post or by fax. **DO NOT** complete this Form if you are appointing a proxy online or you are voting online.

I/We the above named shareholder/shareholders of the "Company," **The New Zealand Refining Company Limited**

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy or representative to exercise my/our vote at the **Special Meeting of Shareholders of the Company to be held at Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Auckland and virtually through Lumi (refer to the Notice of Meeting) on Friday, 06 August 2021 commencing at 11:00am** and at any adjournment of that meeting.

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"/>
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or Sole Director/Director

or Director (if more than one)

Contact Name _____ Contact Daytime Telephone _____ Date _____

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

ATTENDANCE SLIP



Special Meeting of Shareholders of the Company to be held at Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Auckland and virtually through Lumi (refer to the Notice of Meeting) on Friday, 06 August 2021 commencing at 11:00am.