

Proxy (For use if you are unable to attend the special meeting)

Section 1: Shareholder details

Shareholder:

Address:

Shareholder number:

No. of ordinary shares:

Section 2: Appointment of proxy

Explanatory notes:

1. A shareholder may appoint a proxy to attend and vote on its behalf. To do this, enter the name of your proxy in the space allocated below. Direct your proxy how to vote by marking one of the boxes opposite each item of business.
2. All proxies, including those who will attend the meeting, must have lodged a duly executed version of this form with the Company by **11.00am on Tuesday 17 September 2019**.
3. A proxy need not be a shareholder of Motor Trade Finance Limited.
4. Shareholders who are joint holders of shares must each sign the proxy form.
5. A company representative must be appointed by a duly authorised officer or attorney.
6. If this form is executed under power of attorney, a certificate of non-revocation of power of attorney should be completed. Copies of the power of attorney (unless it has already been noted by the Company) and the signed certificate of non-revocation of power of attorney should be forwarded with this form to the Company.

Proxy: I/we hereby appoint as my/our proxy (tick the box that applies)

The meeting chairman; **or**

Name: _____
Address: _____

or; if the person I/we have appointed is unable to be my/our proxy then I/we appoint as an alternate:

Name: _____

Address: _____

to attend and exercise my/our vote at the special meeting of the Company to be held at **MTF Finance, Level 1 98 Great King Street, Dunedin on Thursday 19 September 2019 commencing at 11.00am** and at any adjournment of that meeting.

Section 3: Voting instructions

Unless otherwise directed, the proxy will vote as he or she thinks fit (even if he or she has an interest in that resolution) or may abstain from voting and may vote at their discretion on any other matters put before the annual meeting

I/we direct my/our proxy (as appointed in Section 2 above) to vote as follows:

Business	For	Against
	(Tick the box that applies)	
1. Special resolution to approve amendments to the company constitution	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s) of shareholder named in Section 1

→ _____ → _____

Dated this _____ day of _____ 2019

For your vote to be counted, the proxy form must be lodged with the Company not later than 11.00am on Tuesday, 17 September 2019. You can lodge it with the Company by:

- email – kyle.cameron@mtf.co.nz (include 'proxy' as subject)
- fax - 03 471 7751
- post - PO Box 885, Dunedin 9054
- delivery - 98 Great King St, Dunedin, 9016