



Lodge your postal vote or proxy

 **Online**
www.investorvote.co.nz



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

For all enquiries contact

 +64 9 488 8777

 corporateactions@computershare.co.nz

Proxy/Voting Form

	www.investorvote.co.nz Lodge your vote or appoint your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
<p>Your secure access information</p> <p>Control Number: _____ CSN/Securityholder Number: _____</p>		
<p>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 your proxy and exercise your vote online.</p>		
<p>For your postal vote or proxy to be effective it must be received by Computershare by 1400 (NZDT) on Monday, 16th December 2024.</p>		

The Annual Meeting of Sanford Limited will be held as a hybrid meeting at Eden Park, Reimers Avenue, Mt Eden, Auckland in the World Cup Lounge West, South Stand and online on Wednesday, 18th December 2024, commencing at 1400 (NZDT). To attend the meeting online please go to <https://meetnow.global/nz>.

Notes

You may cast your vote in one of the three ways described below. You may abstain from voting on one or more of the resolutions.

(1) Casting a postal vote

As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote. The Company’s share registrar, Computershare Investor Services Limited, has been authorised by the Board to receive and count postal votes at the Annual Meeting.

You can cast your postal vote online at www.investorvote.co.nz or by completing the FOR, AGAINST or ABSTAIN boxes in ‘Step 1’ overleaf, signing this Proxy/Voting Form and returning it to the share registrar in accordance with the instructions above.

(2) Appointing a proxy

As a shareholder entitled to vote at the Annual Meeting, you are entitled to appoint a proxy, or in the case of a corporate shareholder, a representative, to attend and, if you have not cast a postal vote, vote on your behalf. A proxy need not be a shareholder. If you mark any of the PROXY DISCRETION boxes you must appoint a proxy for your vote to be counted.

If you cast a postal vote, you may also appoint a proxy to attend the meeting on your behalf by completing the YES box under the heading “Other Matters” in ‘Step 1’ overleaf. The Chair of the meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose and intends to vote proxies marked PROXY DISCRETION in favour of all resolutions.

You may appoint your proxy online at www.investorvote.co.nz or by completing the relevant sections of ‘Step 1’ and ‘Step 2’ overleaf, signing this Proxy/Voting Form and returning it to the share registrar in accordance with the instructions above.

Please note that you may still attend the meeting virtually should you appoint a proxy, noting that you will not be able to vote if a proxy has been appointed.

(3) Voting Restrictions

The Company will disregard any votes cast on Resolution 6 by David Mair or any Associated Person of his (as defined in the NZX Listing Rules). However, the Company will not disregard a vote if David Mair is acting as a proxy for a person who is entitled to vote where such vote is cast in accordance with an express instruction contained in a Proxy/Voting Form.

(4) Attending the Meeting Virtually

Shareholders can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click ‘Go’ under the Sanford Limited meeting and then click ‘JOIN MEETING NOW’.

By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide in the Notice of Meeting for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible. Shareholders will require their CSN/Securityholder Number and postcode for verification purposes.

Signing Instructions for Postal Forms

Individual

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

Joint Holding

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

Power of Attorney

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

Companies

This Proxy/Voting Form must be signed by a duly authorised officer or attorney of the company. Persons who sign on behalf of a company must be acting with the company’s express or implied authority. Please sign in the appropriate place and indicate the office held.

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.

Go online to lodge your proxy/vote, or turn over to complete the form

STEP 1 Voting Instructions/Voting Form

Please note: If you do not plan to attend the meeting, you may cast a postal vote or appoint a proxy to vote on your behalf at the meeting.

Business

To consider and, if thought fit, to pass the following ordinary resolutions:

	For	Against	Proxy Discretion	Abstain
Resolution 1: Election of Thomas (Tom) McClurg: That Tom McClurg, having been appointed by the Board and only holding office until the Annual Meeting, be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Election of Joanne (Jo) Curin: That Jo Curin, having been appointed by the Board and only holding office until the Annual Meeting, be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-election of Craig Ellison: That Craig Ellison, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Re-election of Sir Robert (Rob) McLeod: That Sir Rob McLeod, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Auditor remuneration: That the directors be authorised to fix the fees and expenses of the auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Issue of Options to David Mair: That, in accordance with NZX Listing Rule 4.2.1, 1,800,000 options to acquire ordinary shares in the Company be issued to David Mair under the Company's long-term incentive option plan, on the terms and conditions set out in the explanatory notes to this resolution.	<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 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): _____

Notes

- The full text of each of the resolutions including explanatory notes are set out in the Notice of Meeting.
- If you mark any of the FOR, AGAINST or ABSTAIN boxes, your vote will be counted as a postal vote.
- If you return this Proxy/Voting Form without marking any of the FOR, AGAINST, PROXY DISCRETION or ABSTAIN boxes for a particular resolution, you will be deemed to have abstained from voting on that resolution and your votes will not be counted when calculating a majority for that resolution.
- If you do not cast a postal vote and wish to appoint a proxy to vote on a resolution on your behalf, mark the PROXY DISCRETION box which relates to that resolution. This means you are directing your proxy to decide how to vote on that resolution on your behalf.
- In addition to casting a postal vote, you may also appoint a proxy to attend the meeting on your behalf by selecting YES under "Other Matters".
- No shareholder is restricted from voting on Resolution 1 to 5 under the NZX Listing Rules.
- If, in appointing a proxy (i.e. you mark any of the PROXY DISCRETION boxes or the YES box in Step 1 of the Voting Form), you inadvertently do not name someone to be your proxy in Step 2 of the Voting Form, 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.

STEP 2 Appointing a Proxy

If you mark any of the PROXY DISCRETION boxes or the YES box above you must appoint a proxy (but see Note 7 above for what will happen if you inadvertently do not do so, or your proxy does not attend the meeting). This may be the Chair if you so wish.

I/We being a shareholder/s of Sanford Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy/corporate representative to attend and, if applicable, exercise my vote at the **Annual Meeting of Sanford Limited to be held in the World Cup Lounge West, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland and online through the Computershare Meeting Platform <https://meetnow.global/nz> on Wednesday, 18th December 2024 commencing at 1400 (NZDT)** and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended and on any resolution proposed at the meeting (or any adjournment thereof) so as to give effect to my/our intention as set out above.

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).

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

Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Sanford Limited to be held in the World Cup Lounge West, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland and online through the Computershare Meeting Platform <https://meetnow.global/nz> on Wednesday, 18th December 2024 commencing at 1400 (NZDT).