



APPENDIX B

Template Form of Deed Poll

[Template subject to amendment by the Panel relating to the particular scheme. This deed poll may be given in favour of the target company as well as the Panel, noting that: (a) the Panel must be able to enforce the deed poll independently of the target; and (b) the target must, to the extent applicable, comply with the Takeovers Code (Voting Agreements for Schemes of Arrangement) Exemption Notice 2020 and the substantial product holder disclosure obligations in the Financial Markets Conduct Act 2013].

This DEED POLL is made on the [DD] day of [month] 20[YY]

BY [Promoter] (short name)
[Associate of Promoter] (short name)

IN FAVOUR OF THE TAKEOVERS PANEL

BACKGROUND

This deed poll is made in relation to a proposed scheme of arrangement or amalgamation made under Part 15 of the Companies Act 1993 (the **Companies Act**) involving [the acquisition of all of the shares in [name of Code company] (the **Company**) by the Promoter which the Promoter does not already own] as contemplated by the [Scheme Implementation Agreement between the Promoter and the Company] dated [date] (the **Proposed Scheme** and the **SIA** respectively).

[Short name of promoter] is the promoter of the Proposed Scheme. [[Short name of associate of promoter] is associated with [short name of promoter] for the purposes of the Takeovers Code.]

[Short name of promoter or associate] holds [x number] shares in the Company which carry voting rights (such shares, or such number of shares as the Promoter holds as at the date of the vote in respect of the Proposed Scheme being the **Relevant Shares**).

If a promoter of a scheme wishes to receive a “no-objection statement” from the Takeovers Panel, the Takeovers Panel requires promoters and any of their associates which hold or control shares in the Code company to commit, by way of a deed poll, enforceable by the Panel, that they will continue to hold such shares and vote them in favour of the Proposed Scheme.

BY THIS DEED POLL [Short name of promoter or associate] agrees that:

- (a) it will cast all of the votes attached to the Relevant Shares (or procure that they are cast) in favour of the Proposed Scheme at any meeting of shareholders of the Company called to consider and approve the Proposed Scheme; and
- (b) on and from the date of this deed to and including the earlier of either:
 - (i) the date on which the Proposed Scheme is implemented; or
 - (ii) the date on which the SIA is terminated,it will not dispose of, encumber or deal in any way with any of the Relevant Shares, except to transfer the Relevant Shares to the Promoter under the Scheme.

The provisions of this document constitute promises intended to confer benefits on the Takeovers Panel, pursuant to the Contract and Commercial Law Act 2017.

Notwithstanding any other provision of this deed poll, this deed poll may be varied or revoked by agreement between [short name of promoter or associate] and the Takeovers Panel, without the approval of any other person on whom this deed poll confers a benefit.



[Note: The provision above is to be summarised in the meeting materials so as to ensure compliance with section 15 of the Contract and Commercial Law Act 2017.]

This deed is governed by and shall be construed in accordance with New Zealand law.

SIGNED AS A DEED POLL

[Short name of promoter or associate] hereby acknowledges the terms of this deed poll and agrees to be bound by them.

Signed by:

_____ Signature of Director

_____ Name of Director

_____ Signature of Director

_____ Name of Director