
LODGE YOUR PROXY

Online

<http://vote.linkmarketservices.com/IKE>

Scan & Email

meetings@linkmarketservices.com

Deliver

Link Market Services Limited
Level 30
PwC Tower
15 Custom Street West
Auckland 1010

Mail

Use the enclosed reply paid envelope or address to:

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



General Enquiries

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PROXY FORM FOR THE 2022 ANNUAL MEETING

The Annual Shareholders Meeting of ikeGPS Group Limited (“IKE” or “the Company”) will be held online via the Link Market Services Virtual Meetings Platform at www.virtualmeeting.co.nz/ike22 on **Friday 30 September 2022 at 11:30am** (New Zealand Standard Time). IKE will hold its Annual Meeting of Shareholders online only. For your proxy to be effective it must be received by 11:30am (New Zealand Standard Time), Wednesday 28 September 2022.

APPOINTMENT OF PROXY

If you do not plan to attend the meeting, you may appoint a proxy. The Chair of the meeting or any other director is willing to act as proxy for any shareholder who appoints them for that purpose. If, in appointing your proxy, you do not name a person as your proxy (either online or on this Proxy Form), or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may vote only in accordance with your express direction.

You can still attend the meeting, even if you have appointed a proxy, although you will not be able to vote if a proxy has been appointed.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (Resolutions 1 to 3). If you do not make an election in respect of a resolution your proxy may (unless a voting restriction applies) vote as they choose.

If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

Appointing the Chair of the meeting or a director as your proxy

If you expressly appoint the Chair of the meeting or any other director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they may exercise your vote (unless a voting restriction applies) even if they have an interest in the outcome of that resolution. The Chair and directors intend to vote all discretionary proxies in favour of Resolution 1 & 2. If you appoint the Chair or any other non-executive director or any of their Associated Persons (as that term is defined in the NZX Listing Rules) as your proxy, then that person can only vote in accordance with your express instructions on Resolution 3 and will not exercise discretion on that resolution.

Voting Restrictions

No shareholder is restricted from voting on Resolutions 1 to 3 under the NZX Listing Rules, other than the non-executive directors and their Associated Persons (as that term is defined in the NZX Listing Rules) who are precluded from voting on Resolution 3.

ATTENDING THE MEETING

The Annual Meeting will be held online only at www.virtualmeeting.co.nz/ike22. If you wish to vote in person, you should attend the meeting online. If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes. A corporation may appoint a person to attend the meeting as its representative in the same manner in which it would appoint a proxy.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

Where the holding is in one name, the security holder must sign.

Joint holding

Where the holding is in more than one name, either of the security holders (or their authorized power of attorney) may sign.

Power of Attorney

If this Proxy Form has been signed by an attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Company

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company’s express or implied authority.

Go online to <http://vote.linkmarketservices.com/IKE> to appoint and give directions to 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/s of ikeGPS Group Limited

Hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he/she sees fit, subject to any applicable restrictions in the NZX Listing Rules) online at www.virtualmeeting.co.nz/ike22, on **Friday 30 September 2022 at 11:30am (New Zealand Standard Time)**, 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 other resolution proposed at the meeting (or any adjournment of that meeting), so as to give effect to my/our intention as set out below, where possible. If you wish, you may appoint as your proxy 'The Chair of the Meeting' or any other director.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf during the meeting and your votes will not be counted in computing the required majority.

To consider and, if thought fit, to pass the following ordinary resolutions:	FOR	AGAINST	PROXY DISCRETION	ABSTAIN
Item 1 That the directors of the Company are authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 That Mr Glenn Milnes be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 That: <ul style="list-style-type: none">the maximum aggregate amount per annum payable by the Company to its non-executive directors be increased by \$230,000, from \$320,000 to \$550,000, with effect from 1 October 2022; andremuneration payable to non-executive directors may, at the Board's discretion, in whole or in part, be paid through an issue of fully paid ordinary shares in the Company, provided that any issue occurs in compliance with NZX Listing Rule 4.7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders Meeting but would like to ask a question you can submit a question online by going to <http://vote.linkmarketservices.com/ike> and completing the online validation process or complete the question section below and return to Link Market Services in the reply paid envelope enclosed. Questions will need to be submitted by 11:30am (New Zealand time) on Wednesday 28 September 2022. The Board will address and answer questions at the Annual Shareholders Meeting.

Question:

SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Date _____

Daytime Phone number _____

Electronic Investor Communications:

If you received the Notice of Meeting & Proxy by mail and wish to receive your future investor communications by email please provide your email address below.
