



## LODGE YOUR PROXY

**Online:**

<https://investorcentre.linkmarketservices.co.nz/voting/THL>

**Scan & email:**

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Fax:** +64 9 375 5990

**Deliver:**

Link Market Services  
Level 7, Zurich House,  
21 Queen Street, Auckland 1010

**Mail:**

Use the enclosed reply paid envelope or address to :  
Link Market Services Limited  
PO Box 91976  
Auckland 1142

**Scan this QR code with your smartphone and vote online**



**General Enquiries**

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

### PROXY FORM/VOTING PAPER/ADMISSION CARD FOR TOURISM HOLDINGS LIMITED'S 2015 ANNUAL MEETING

The Annual Meeting of shareholders of Tourism Holdings Limited (Company) will be held at The Heritage Hotel, 35 Hobson St, Auckland at 2:00pm on Monday, 23 November 2015. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy or cast a postal vote, please complete and return this form (in accordance with the lodgement instructions above) to THL's share registry, Link Market Services, **by no later than 2:00pm, Saturday 21 November 2015**. You can also appoint your proxy or cast your postal vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/THL> or by scanning the QR code above with your smartphone. Again, this must be done no later than 2:00pm, Saturday 21 November 2015.

**Appointment of proxy**

A shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of that shareholder. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy need not be a holder of shares.

*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 5). If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.

*Appointing the Chairman of the Meeting as your Proxy*

The Chairman of the Meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. Where a direction is not given to the Chairman as to how to cast the vote on any Resolution, then the Chairman intends to vote in favour of the Resolution except that, as noted below, the Chairman is disqualified from voting on an undirected proxy in respect of Resolution 4 (Director Remuneration).

**Postal Voting**

A shareholder who is entitled to attend and vote at the meeting may cast a postal vote, instead of attending in person or appointing a proxy to attend. You do not need to appoint a proxy if you cast a postal vote. If you wish to cast your postal vote, you should complete the voting paper overleaf. Alternatively, you can cast your postal vote online by following the instructions set out above. Postal votes must be received no later than 2:00pm, Saturday 21 November 2015. Link Market Services Limited has been authorised by the Board to receive and count postal votes at the meeting.

**Attending the meeting**

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A body corporate shareholder may appoint a representative to attend the meeting on its behalf.

**Signing instructions for proxy forms**

*Individual*

Where the holding is in one name, the shareholder must sign the Proxy Form.

*Joint Holding*

If you are joint holders of shares, each of you must sign this Proxy Form. If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.

*Power of Attorney*

If this Proxy Form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by the company or its registry) and a signed certificate of non-revocation of the POA must be produced to the company with this form.

*Corporate Shareholder*

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

**Disqualification from voting**

Pursuant to the NZX Main Board Listing Rules, each of the Directors of the Company (including the Chairman) and their respective Associated Persons (as defined in the NZX Main Board Listing Rules) are disqualified from voting on Resolution 4 (regarding Director remuneration). A person appointed as a proxy who is disqualified from voting on a Resolution may vote in accordance with the directions of the shareholder giving the proxy, but may not exercise a discretionary vote where directions are not given.

# PROXY/POSTAL VOTING FORM

## POSTAL VOTING

I wish to vote by postal vote (please tick the box). My voting intention is indicated in the resolution section below.

## APPOINT A PROXY

I/We being a shareholder/s of Tourism Holdings Limited hereby appoint:

\_\_\_\_\_ (name) of \_\_\_\_\_ (address)

(Full Name)

(Full Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Monday, 23 November 2015 at 2:00pm and at any adjournment of that meeting. The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you wish to appoint the Chairperson, please insert "The Chairperson of the Meeting" above.

## RESOLUTIONS

Cast a Postal Vote, or instruct a proxy to vote, by placing a tick in the relevant box.

Please note: For each resolution you must tick one box.

## ORDINARY BUSINESS

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

Ordinary Business	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. That Gráinne Patricia Troute (appointed as a Director by the Board on 1 February 2015) be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Robert James Campbell, 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"/>
3. That David Roman Neidhart, 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"/>
4. That the maximum aggregate amount of remuneration payable to all Directors taken together (in their capacity as Directors) be increased from \$450,000 to a maximum of \$550,000 with this sum available to be paid to the Directors of the Company as the Board considers appropriate and which may be payable in whole or in part by way of an issue of ordinary shares in the Company, provided that any issue is made in accordance with NZX Main Board Listing Rule 7.3.8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the Directors are authorised to fix the remuneration of the auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy is authorised 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 thereof). If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

**SIGN: SIGNATURE OF SECURITY HOLDER(S)** This section must be completed

### Security Holder 1

or duly authorised officer or attorney

### Security Holder 2

or duly authorised officer or attorney

### Security Holder 3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.