



## LODGE YOUR PROXY

Online: [www.investorvote.co.nz](http://www.investorvote.co.nz)

By mail: Computershare Investor Services Limited Private Bag 92119, Auckland 1142, New Zealand (if mailing within New Zealand, use the pre-paid envelope provided. If mailing from outside New Zealand, use the return envelope but add postage).

For all enquiries contact: +64 9 488 8777

[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

## PROXY/VOTING FORM FOR THE SYNLAIT MILK LIMITED 2020 ANNUAL MEETING

The Annual Meeting of Synlait Milk Limited (Synlait) will be held at the offices of Tait Communications, 245 Wooldridge Road, Harewood, Christchurch, and online, on **Wednesday 25 November 2020, commencing at 1.00pm (NZST)**. If attending the meeting in person, please register and be seated by **12.50pm**. Please refer to the information below and the virtual meeting guide that accompanies this Proxy/Voting Form for more information on joining the Annual Meeting online.

### ATTENDING THE ANNUAL MEETING IN PERSON

Please bring this form with you to assist with registration at the Annual Meeting.

### ATTENDING THE ANNUAL MEETING ONLINE

Shareholders may attend the 2020 Annual Meeting online via the Lumi platform using an internet connection, and a computer, laptop, tablet or smartphone. Please refer to the virtual meeting guide that accompanies this Proxy/Voting Form for further information.

### APPOINTMENT OF PROXY OR CORPORATE REPRESENTATIVE

If you are a shareholder entitled to attend and vote at the Annual Meeting, you may appoint a proxy to attend and vote on your behalf. If you are a corporate shareholder, you may appoint a corporate representative to attend and vote on your behalf.

You can appoint anyone to act as your proxy or corporate representative. Your proxy or corporate representative does not have to be another Synlait shareholder. The Chair of the meeting, and the other Synlait Directors, are willing to act as proxy or corporate representative for shareholders.

If you do not name a proxy but otherwise complete the form, or your named proxy does not attend the meeting, then the Chair of the meeting will act as your proxy to cast any express votes indicated in your proxy form, subject to certain restrictions explained below.

To appoint a proxy or corporate representative, enter the name of your proxy or corporate representative, or 'Chair' in the space allocated in 'Step 1' and complete this form. Alternatively, you can appoint a proxy or corporate representative online at: [www.investorvote.co.nz](http://www.investorvote.co.nz)

If your proxy is not the Chair of the Meeting or any other Director of the Company and they will be attending the meeting online, please ensure that you provide your proxy's phone and email address when completing the proxy form. If this information is not provided, we cannot guarantee admission of your proxy to the online meeting.

### VOTING

Direct your proxy or corporate representative how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy or corporate representative may vote as they choose. If you mark more than one box next to an item, your vote will be invalid.

The Chair and the other Directors intend to vote all discretionary proxies in favour of the resolutions to the extent permitted by law, the NZX Listing Rules, ASX Listing Rules and the Company's Constitution. The Bright Dairy Holding Limited appointed directors and any other associated persons of Bright Dairy Holding Limited are disqualified from voting on Resolution 2 (Bright Directors). If you appoint the Chair or any other director as proxy, they are permitted to and will cast any express vote you direct for Resolution 1, but clause 10 of Schedule 1 of Synlait's Constitution prevents Bright Directors from voting on Resolution 2 if you direct them to exercise their discretion on the Resolution or if you leave all boxes beside Resolution 2 empty. If you select 'Proxy Discretion' for Resolution 2 or leave all boxes beside Resolution 2 empty and have appointed a Bright Director as your proxy, your vote on Resolution 2 will be invalid.

Synlait will disregard all votes cast by a Bright Director on Resolution 2, unless that vote is cast by that person as a proxy for a person who is entitled to vote, in accordance with an express direction in this proxy form.

If your named proxy does not attend the Annual Meeting, or you do not name a proxy but otherwise complete the proxy form in full, then the Chair of the meeting will act as your proxy to cast any express votes indicated in your proxy form, subject to the voting restrictions described above.

### SIGNING INSTRUCTIONS FOR PROXY FORMS

#### Individual holding

Where your shareholding is in a single name, the shareholder or their attorney<sup>1</sup> must sign this proxy form.

#### Joint holding

Where your shareholding is in more than one name, all the shareholders, or their attorneys<sup>1</sup>, must sign.

#### Corporate shareholder

This proxy form must be signed by a duly authorised officer acting under express or implied authority of the corporate shareholder, or a director jointly with another director where there is more than one director, or the sole director, or an attorney<sup>1</sup> appointed by the company.

1. If this proxy form is signed under a power of attorney, it must be accompanied by:
  - a copy of the Power of Attorney, certified by a Solicitor, Justice of the Peace or Notary Public (unless it has already been noted by Synlait or Computershare Investor Services Limited)
  - a signed certificate of non-revocation of the power of attorney.

[www.investorvote.co.nz](http://www.investorvote.co.nz) Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone? Scan the QR code to vote now.

### YOUR SECURE ACCESS INFORMATION

Control Number:

CSN/Shareholder Number:

**Please Note:** You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy or exercise your vote online.

**FOR YOUR PROXY TO BE EFFECTIVE, IT MUST BE RECEIVED BY 1:00PM MONDAY 23 NOVEMBER 2020**



# PROXY/CORPORATE REPRESENTATIVE VOTING FORM

## STEP 1: APPOINT A PROXY/CORPORATE REPRESENTATIVE TO VOTE ON YOUR BEHALF

The Chair of the meeting, and any other Director, is willing to act as proxy for any shareholder who wishes to appoint him/her for that purpose. If you wish, you can appoint the Chair as your proxy by inserting 'the Chair' below, or any other Director by inserting their name below.

I/We being a shareholder/s of Synlait Milk Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing that person \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy/corporate representative to act generally at the **Annual Meeting of Shareholders of Synlait to be held on Wednesday 25 November 2020 commencing at 1.00pm or, any adjournment thereof**, on my/our behalf, and to vote in accordance with the following directions, or if 'proxy discretion' or no vote is selected, to vote as my/our proxy thinks fit (to the extent permitted by law, Synlait's constitution and the relevant Listing Rules) on the resolutions listed below, and on any resolution(s) to amend any of the resolution(s), or any resolution(s) so amended, and on any other resolution(s) proposed at the meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

If your proxy is not the Chair of the meeting or another Director of Synlait Milk Limited, please ensure that you provide their contact details (phone and email address) below. If this information is not provided, your proxy's admission to the online meeting is not guaranteed.

### Proxy contact details

Phone \_\_\_\_\_ Email \_\_\_\_\_

## STEP 2: VOTING INSTRUCTIONS

**Please note:** if you mark the 'Abstain' box for an item, you are directing your proxy or corporate representative not to vote on your behalf, and your votes will not be counted in calculating the required majority. If you do not mark a box, or mark "Proxy Discretion" your proxy or corporate representative may determine whether and how to vote, except on Resolution 2 (please refer to "Voting" overleaf). **If you mark more than one box, your vote on that resolution is invalid.** This form is to be used to vote as follows on the following resolutions (add a tick to the box to indicate your vote):

Ordinary Resolutions	For	Against	Proxy Discretion	Abstain
<b>Resolution 1:</b> That the Board be authorised to determine the auditor's fees and expenses for the 2021 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> That Simon Robertson be elected as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*The above descriptions of the resolutions to be voted on are summaries only. Please refer to the Notice of Annual Meeting for the full text of the resolutions.*

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting will have the opportunity to ask questions. If you cannot attend the Annual Meeting but would like to ask a question you can email your question to [investors@synlait.com](mailto:investors@synlait.com) or alternatively write it on a separate sheet of paper and return it with this proxy form to Computershare Investor Services Limited in the reply-paid envelope provided. Questions need to be submitted by 1.00pm on Monday 23 November 2020. The Board will address and answer questions at the meeting.

### SIGN: SIGNATURE AND NAME OF SHAREHOLDER(S) THIS SECTION MUST BE COMPLETED.

Name \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

Shareholder 1 – Sole Director/Director,  
Authorised Signatory/Attorney  
(Please select one)

Shareholder 2 – Director, Authorised  
Signatory or Attorney (if more than one)  
(Please select one)

Shareholder 3 – Authorised Signatory or  
Attorney 3 (Please select one)

Name \_\_\_\_\_ Telephone \_\_\_\_\_ Date \_\_\_\_\_

### Electronic Investor Communications

Synlait is committed to reducing its environmental footprint. You can help us achieve this goal by opting to receive future investor communications via email. Please provide your email address if you wish to change your communication preferences: