

---

## LODGE YOUR PROXY

**Online:**  
[vote.linkmarketservices.com/FLI](http://vote.linkmarketservices.com/FLI)

**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/ADMISSION CARD FOR FLIWAY GROUP LIMITED'S 2015 ANNUAL MEETING

The Annual Meeting of Shareholders of Fliway Group Limited (Fliway) will be held on Friday, 23 October 2015 at 2:00pm at the Remuera Room, Ellerslie Events Centre, 80 Ascot Avenue, Remuera, Auckland. 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, please complete and return this form (in accordance with the lodgement instructions above) to Fliway's share registry, Link Market Services, by no later than 2:00pm, Wednesday 21 October 2015. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to [vote.linkmarketservices.com/FLI](http://vote.linkmarketservices.com/FLI) or by scanning the QR code above with your smartphone.

### HOW TO VOTE ON ITEMS OF BUSINESS

#### Appointment of proxy

A proxy need not be a shareholder of Fliway. A shareholder who wishes to do so may appoint the Chairman of the Meeting to act as proxy. A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions. If the Chairman is appointed as proxy and the voting is left to his discretion, the Chairman intends to vote in favour of all resolutions. If you do not appoint a proxy your Proxy Form will be invalid.

#### Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, your proxy will decide how to vote that resolution. If you do not tick any box for a particular resolution, then your instruction will be to abstain. If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

#### Attending the meeting

The persons who will be entitled to vote on the resolutions at the Annual Shareholders' Meeting are those persons who will be the shareholders of Fliway at 5:00pm on Wednesday, 21 October 2015. 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 corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

### 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.

#### Companies

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.

# PROXY/CORPORATE REPRESENTATIVE FORM

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

I/We being a shareholder/s of Fliway Group Limited hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

Or \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

as my/our proxy to vote for me/us on my/our behalf at the **Annual Meeting of Shareholders of Fliway Group Limited to be held in the Remuera Room, Eilerslie Events Centre, 80 Ascot Avenue, Remuera, Auckland on Friday, 23 October 2015 at 2:00pm**, and at any adjournment of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

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 Against	Abstain <sup>1</sup>	Discretion <sup>2</sup>
1. That Alan Isaac, who retires by rotation and, being eligible and having offered himself for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Directors be authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup>If you mark the 'Abstain' box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

<sup>2</sup>If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf.

## STEP 3: 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.