



Lodge your postal vote or proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your vote or appoint 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/Securityholder Number:

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



For your postal vote or proxy to be effective it must be received by Computershare by 2:00 pm on Wednesday 12 December 2018

Notes

You may cast your vote in one of the three ways described below. You may abstain from voting on one or more of the resolutions.

(1) Casting a postal vote

As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote. The Company's share registrar, Computershare Investor Services Limited, has been authorised by the Board to receive and count postal votes at the Annual Meeting.

You can cast your postal vote online at www.investorvote.co.nz or by completing the FOR, AGAINST or ABSTAIN boxes in 'Step 1' overleaf, signing this Proxy/Voting Form and returning it to the share registrar in accordance with the instructions above.

(2) Appointing a proxy

As a shareholder entitled to vote at the Annual Meeting, you are entitled to appoint a proxy, or in the case of a corporate shareholder, a representative, to attend and, if you have not cast a postal vote, vote on your behalf. A proxy need not be a shareholder.

If you mark any of the PROXY DISCRETION boxes you must appoint a proxy for your vote to be counted.

If you cast a postal vote, you may also appoint a proxy to attend the meeting on your behalf by completing the YES box under the heading "Other Matters" in 'Step 1' overleaf. The Chair of the meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose and intends to vote proxies marked PROXY DISCRETION in favour of Resolutions 1, 2 and 4.

In accordance with the voting restrictions in the NZX Main Board Listing Rules, no vote may be cast by the directors or any of their respective associated persons (as defined in the NZX Main Board Listing Rules) in favour of Resolution 3. This restriction applies where the director, or an associated person of a director, has been appointed as a discretionary proxy or representative for another shareholder.

You may appoint your proxy online at www.investorvote.co.nz or by completing the relevant sections of 'Step 1' and 'Step 2' overleaf, signing this Proxy/Voting Form and returning it to the share registrar in accordance with the instructions above.

(3) Attending and voting in person

You should bring this Proxy/Voting Form to the meeting and hand the attendance slip to the share registry at the entrance to the meeting.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy/Voting Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy/Voting Form.

Companies

This Proxy/Voting Form must be signed by a duly authorised officer or attorney of the company. Persons who sign on behalf of a company must be acting with the company's express or implied authority. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy/vote, or turn over to complete the form

STEP 1**Voting Instructions/Voting Form**

Please note: If you do not plan to attend the meeting, you may cast a postal vote or appoint a proxy to vote on your behalf at the meeting.

Business**Resolution 1:** Re-elect Robert Mcleod

For	Against	Proxy Discretion	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2: Elect Abigail Foote**Resolution 3:** To increase the total maximum Director's remuneration of all directors by \$90,000, from \$700,000 per annum to \$790,000 per annum with effect from 1 October 2018, such sum to be divided amongst the directors at the discretion of the Board.**Resolution 4:** To authorise the Directors to fix the fees and expenses of the Auditor.**Other Matters**

I wish to appoint a proxy to attend the meeting on my behalf

NO	YES
<input type="checkbox"/>	<input type="checkbox"/>

If your proxy will be attending the meeting remotely, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ **and (Email):** _____

Notes

- The full text of each of the resolutions is as set out in the Notice of Meeting.
- If you mark any of the FOR, AGAINST or ABSTAIN boxes, your vote will be counted as a postal vote.
- If you return this Proxy/Voting Form without marking any of the FOR, AGAINST, PROXY DISCRETION or ABSTAIN boxes for a particular resolution, you will be deemed to have abstained from voting on that resolution and your votes will not be counted when calculating a majority for that resolution.
- If you do not cast a postal vote and wish to appoint a proxy to vote on a resolution on your behalf, mark the PROXY DISCRETION box which relates to that resolution. This means you are directing your proxy to decide how to vote on that resolution on your behalf.
- In addition to casting a postal vote, you may also appoint a proxy to attend the meeting on your behalf by selecting YES above.

STEP 2**Appointing a Proxy**

If you mark any of the PROXY DISCRETION boxes or the YES box above you must appoint a proxy. This may be the Chair if you so wish.

I/We being a shareholder/s of Sanford Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy/corporate representative to attend and, if applicable, exercise my vote at the **Annual Meeting of Sanford Limited to be held in GridAKL, The Workshop Room, Level 1, 12 Madden Street, Wynyard Quarter, Auckland 1010 on Friday, 14 December 2018 commencing at 2.00pm** 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 resolution proposed at the meeting (or any adjournment thereof) so as to give effect to my/our intention as set out above.

SIGN**Signature of Securityholder(s)** This section must be completed.

Securityholder 1

Securityholder 2

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP

Annual Meeting of Sanford Limited to be held in GridAKL, The Workshop Room, Level 1, 12 Madden Street, Wynyard Quarter, Auckland 1010 on Friday, 14 December 2018 commencing at 2.00pm.