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## LODGE YOUR PROXY

**Online:**

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

**Scan & email:**

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

**Mail:**

**Fax:** +64 9 375 5990

**Deliver:**

Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010

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

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

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**General Enquiries**

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

## PROXY FORM/ADMISSION CARD FOR SEADRAGON LIMITED'S 2019 SPECIAL SHAREHOLDERS MEETING

The special meeting of shareholders of SeaDragon Limited will be held at the **Centenary Lounge, Eden Park, Auckland on Friday, 17 May 2019 at 10:30 a.m.** (New Zealand time).

**Attending the meeting**

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 SeaDragon's share registry, Link Market Services, by no later than **10:30 a.m., 15 May 2019**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/SEA> or by scanning the QR code above with your smartphone. You will require your CSN/Holder number and FIN to securely access the website. 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.

**Appointment of proxy**

The Chairman of the meeting or any Director is willing to act as a proxy for any shareholder who wishes to appoint him/her. To appoint the Chairman of the meeting as your proxy, simply tick the box allocated next to "The Chairman of the Meeting", or to appoint a Director or another person as your proxy write the full name of that Director or such other person (as applicable) in the space allocated on this form. Your proxy need not also be a shareholder. If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chairman of the meeting will be appointed as your proxy and may only vote in accordance with your express direction.

**Voting of your holding**

Direct your proxy how to vote by making the appropriate election in respect of each resolution. If you do not tick any box for a particular resolution, then the proxy will vote or abstain from voting as he or she sees fit. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you tick the 'Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick 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.

**Voting restrictions**

Neither Pescado Holdings Limited ("Pescado"), nor any of its Associated Persons (as that term is defined in the NZX Limited Main Board/Debt Market Listing Rules), is entitled to vote, appoint a proxy or exercise discretionary proxies in respect of resolutions 1 to 3. Neither Pescado, nor any of its associates (as that term is defined in the Takeovers Code), is entitled to vote, appoint a proxy or exercise discretionary proxies in respect of Resolution 2. In addition, none of Pescado, One Funds Management Limited and BioScience Managers Ventures Pty Ltd (together "BioScience"), Comvita Limited ("Comvita"), nor any of their respective Associated Persons, is entitled to vote, appoint a proxy or exercise discretionary proxies in respect of resolution 4.

**Appointing the Chairman of the meeting or a Director as your proxy**

If you expressly appoint the Chairman 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 will exercise your vote in favour of all resolutions. Each of Mark Stewart (and his alternate director) is an Associated Person/associate of Pescado and is therefore not entitled to vote, appoint a proxy or exercise discretionary proxies in relation to resolutions 1 to 4. In addition, each of Matthew McNamara (and his alternate director) is an Associated Person of BioScience and Mark Sadd is an Associated Persons of Comvita, and none of them is therefore entitled to vote, appoint a proxy or exercise discretionary proxies in respect of resolution 4.

**Signing instructions for proxy forms**

*Individual* - where the holding is in one name, the shareholder must sign the Proxy Form.

*Joint Holding* - where the holding is in more than one name, the Proxy Form may be signed by, or on behalf of, the joint shareholders (or their duly authorised attorney).

*Power of Attorney* - if this Proxy Form has been signed under a power of 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.

*Corporate Shareholder* - this proxy form must be signed on behalf of the company by a duly authorised person acting with the company's express or implied authority, or executed under the common seal of the corporate shareholder (if it has one).

# PROXY/CORPORATE REPRESENTATIVE FORM

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

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

The Chairman of the Meeting  (tick)

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

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 may vote as he/she sees fit, to the extent permitted by law and by the NZX Listing Rules) at the special meeting of shareholders of SeaDragon Limited to be held at the Centenary Lounge, Eden Park, Auckland on Friday, 17 May 2019 at 10:30 a.m. and at any adjournment of that meeting.

\* If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chairman of the meeting will be appointed your proxy and may on vote in accordance with your express direction.

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

Complete this part if you want to direct your proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority for that item

### VOTING INSTRUCTIONS

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

|  | For                      | Against                  | Abstain                  | Discretion               |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. That, for the purposes of Listing Rule 7.3.10(b)(ii), the Company may issue such number of ordinary shares to Pescado as may be required on conversion of the convertible loan notes issued under the 2019 Pescado Loan, being up to a maximum of 2,000,000,000 ordinary shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That, for the purposes of Listing Rule 7.5 and rule 7(d) of the Takeovers Code, the issue of the ordinary shares to Pescado on the conversion of the convertible loan notes issued under the 2019 Pescado Loan, is approved.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That, for the purposes of Listing Rule 9.2.1, SeaDragon's entry into the transactions relating to the 2019 Pescado Loan, including the issue of convertible loan notes under the 2019 Pescado Loan, the issue of ordinary shares on conversion of the convertible loan notes issued under the 2019 Pescado Loan and the extension of the existing security arrangements over all of SeaDragon's and its subsidiaries assets, each as a Material Transaction with a Related Party (as those terms are defined in Listing Rule 9.2.2), is approved. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. That, for the purposes of Listing Rule 9.2.1, the waiver by each Existing Noteholder of its right to receive interest under the Existing Loans in respect of the period on and from 1 April 2019, as an amendment to a Material Transaction with a Related Party (as those terms are defined in Listing Rule 9.2.2), is approved.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

\_\_\_\_\_

or duly authorised officer or attorney  
attorney

Security Holder 2

\_\_\_\_\_

or duly authorised officer or attorney

Security Holder 3

\_\_\_\_\_

or duly authorised officer or

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.

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