

Special General Meeting

20th May 2025

Form of Proxy

POTATOES NEW ZEALAND INCORPORATED ("the Society")

I/We _____
being a Member/Members of the Society hereby appoint _____
or failing him/her _____, as my/our proxy to vote for me/us on
my/our behalf at the general meeting of the Society to be held on the 20th day of May 2025,
and at any adjournment thereof.

My/our voting Entitlement pursuant to the Constitution of the Society is _____ vote/s.

This form is to be used as follows:

Resolution No. 1

**That Potatoes New Zealand adopts the attached new constitution (including appendixes)
with effect from registration with the Registrar of Incorporated Societies.**

For:

Against:

Resolution No. 2

**That the Board are empowered to make any changes to the proposal necessary to comply
with any direction from the Registrar of Incorporated Societies provided that these changes
are ratified by Members subsequently at the Annual General Meeting in August.**

For:

Against:

Unless otherwise instructed the proxy will vote as he or she thinks fit.

SIGNED this _____ day of _____ 20_____,

Signature of Member/Members:
