



## APPOINTMENT OF PROXY

To: MITO New Zealand Incorporated

I \_\_\_\_\_ [print name]

of \_\_\_\_\_

appoint \_\_\_\_\_ [print name of proxy]

of \_\_\_\_\_

(who is the Board Chair or a Full Member of MITO) as my proxy to vote for me on my behalf at the Annual General Meeting of MITO New Zealand Incorporated (MITO) to be held at 2:00pm on Tuesday 22 June 2021 at Level 3, 50 Customhouse Quay, Wellington and via Zoom video conferencing, and at any adjournment of that meeting.

I confirm that I am a Full Member of MITO.

I direct my proxy to vote in the following manner:

### RESOLUTION ONE:

**Resolved:** In accordance with Rule 7.2 (d), that the Full Members approve the appointment of PwC as Auditor.

**FOR / AGAINST (please circle your choice)**

### RESOLUTION TWO:

**Resolved:** Further to the ratification of the waiver of the maximum length of service for Lyndon Leabourn at the 2020 AGM, in accordance with Rule 10.8, the maximum length of service for Lyndon Leabourn as a Director remains set aside to provide continuity and stability to the MITO Board during the period of disruption to the organisation due to the Reform of Vocational Education. Lyndon Leabourn will be appointed as Director until the date that MITO is wound up. A waiver of Rule 10.6 is hereby ratified.

The MITO Board continues to acknowledge that this appointment is in conflict with Rule 10.9. However, given the waiver of the maximum term in Rule 10.6, Lyndon Leabourn's performance on the MITO Board, and the exceptional circumstances in which the Board is placed, the Board considers this re-appointment prudent.

**FOR / AGAINST (please circle your choice)**

**RESOLUTION THREE:**

**Resolved:** That Lyndon Leabourn, Iain Haycock, George Hollinsworth and Sturrock Saunders are re-appointed as Directors of the MITO Board until the date that MITO is wound up.

**FOR / AGAINST** *(please circle your choice)*

**RESOLUTION FOUR:**

**Resolved:** Pursuant to Rule 15.3, the MITO Board resolves to reappoint Nick Leggett and Bob Boniface as Directors at the expiry of their respective current three-year terms in 2022, until the date that MITO is wound up. For the avoidance of doubt, Nick Leggett and Bob Boniface will retire at the AGM in 2022, and the reappointment will commence at the end of the AGM 2022, pursuant to this resolution. This reappointment is completed now to provide stability and continuity for MITO given the exceptional circumstances of MITO during this time.

**FOR / AGAINST** *(please circle your choice)*

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Please email to Janet Lane, MITO Chief Executive at [janet.lane@mito.org.nz](mailto:janet.lane@mito.org.nz) by Friday 11 June 2021.