

## CERTIFICATE OF RETURNING OFFICER AS TO VOTING

I, Melanie Tonkin, Governance and Representation Advisor, of Livestock Improvement Corporation Limited (“Company”) hereby certify as follows:

1. I was authorised by the Board of the Company to receive and count postal, electronic and proxy votes at the annual meeting of shareholders of the Company held on Thursday 15<sup>th</sup> October 2020 (“Meeting”), and to act as returning officer in relation to votes cast on a poll at the Meeting.
2. I appointed electionz.com Limited to collect together all postal, electronic and proxy votes received by or lodged with the Company in relation to the Meeting.
3. With respect to the postal and electronic votes and the votes cast by way of poll in relation to each resolution to be voted on the Meeting, Electionz.com, on my behalf counted:
  - (i) The number of Shares voted in favour of the resolution and the percentage that the votes in favour of the resolution represents of the total votes cast on the resolution; and
  - (ii) The number of Shares voted against the resolution and the percentage that the votes against the resolution represents of the total votes cast on the resolution.
4. Attached are the results of the counts made as referred to above

Dated the 15<sup>th</sup> October 2020

A handwritten signature in blue ink, appearing to be 'MJ Tonkin', with a long horizontal flourish extending to the right.

MJ Tonkin  
Returning Officer



**Annual Meeting of Shareholders – 15<sup>th</sup> October 2020**  
**Postal Voting and Poll Voting Results**

**Results of Resolutions:**

**1. Reappointment of external Auditor KPMG**

Total Shares voted in favour of the resolution	31,778,519
Percentage of votes in favour of the resolution	94.97%
Total Shares voted against the resolution	1,410,354
Percentage of votes against the resolution	4.22%

**2. Approval of LIC Shareholder Council / Shareholder Reference Group's budget**

Total Shares voted in favour of the resolution	30,332,396
Percentage of votes in favour of the resolution	90.65%
Total Shares voted against the resolution	2,503,203
Percentage of votes against the resolution	7.48%

**3. Ratify the appointment of Sophie Haslem as an Appointed Director**

Total Shares voted in favour of the resolution	31,530,746
Percentage of votes in favour of the resolution	94.23%
Total Shares voted against the resolution	1,398,868
Percentage of votes against the resolution	4.18%

**4. Approval for the purposes of the Constitution the reduction of 21 Wards to four Territories, reduction of Regions from four to two and the re-designation of the Elected Directors to the new North Island and South Island Regions**

Total Shares voted in favour of the resolution	29,152,620
Percentage of votes in favour of the resolution	87.12%
Total Shares voted against the resolution	4,008,191
Percentage of votes against the resolution	11.98%

**5. Approve the amendment of the Constitution to reflect the Proposed Governance Changes and General Changes, and the proposed changes to the Elected Directors' and Councillors' terms of tenure to implement the Proposed Governance Changes**

Total Shares voted in favour of the resolution	27,768,731
Percentage of votes in favour of the resolution	83.00%
Total Shares voted against the resolution	5,103,808
Percentage of votes against the resolution	15.25%

**6. Approve, subject to approval by the Minister of Agriculture, amendments to the Constitution to reflect the Market Maker Changes**

Total Shares voted in favour of the resolution	27,268,283
Percentage of votes in favour of the resolution	81.49%
Total Shares voted against the resolution	5,554,814
Percentage of votes against the resolution	16.60%

Note: Percentages based on votes cast in favour, votes cast against, abstentions cast and blank voting forms returned.