

## **Appendix B – Template form of Deed Poll**

**[Template subject to amendment by the Panel relating to particular scheme]**

This DEED POLL is made on the [DD] day of [month] 20[YY]

**BY [Promoter] (short name)**

**[Associate of Promoter] (short name)**

### **IN FAVOUR OF THE TAKEOVERS PANEL**

#### **BACKGROUND**

This deed poll is made in relation to a proposed scheme of arrangement or amalgamation made under Part 15 of the Companies Act 1993 involving [description of proposed transaction] (the **proposed transaction**).

[Short name of promoter] is the promoter of the proposed transaction. [Short name of associate of promoter] is associated with [short name of promoter] for the purposes of the Takeovers Code.

The Takeovers Panel requires a statement, enforceable by the Panel by way of deed poll, of the voting intentions of [short name of promoter or associate] in relation to the proposed transaction.

**BY THIS DEED POLL** [Short name of promoter or associate] agrees that:

- (a) it holds [X number] shares with voting rights attached in [name of the company] which is subject to the proposed scheme of arrangement or amalgamation; and
- (b) it will vote in favour of the proposed transaction [X number] shares, or such greater number, being all of the shares with voting rights attached that are held in [name of the company] by [name of promoter or associate] at the record date for the meeting called to consider and approve the proposed transaction.

The provisions of this document constitute promises intended to confer benefits on the Takeovers Panel, pursuant to the Contract and Commercial Law Act 2017.

Notwithstanding any other provision of this deed poll, this deed poll may be varied or revoked by agreement between [short name of promoter or associate] and the Takeovers Panel, without the approval of any other person on whom this deed poll confers a benefit.

**[Note: This provision is to be summarised in the meeting materials so as to ensure compliance with section 15 of the Contract and Commercial Law Act 2017.]**

This deed is governed by and shall be construed in accordance with New Zealand law.

**SIGNED AS A DEED POLL**

[Short name of promoter or associate] hereby acknowledges the terms of this deed poll and agrees to be bound by them.

Signed by:

\_\_\_\_\_ Signature of Director

\_\_\_\_\_ Name of Director

\_\_\_\_\_ Signature of Director

\_\_\_\_\_ Name of Director