

SAMPLE

Lodge your Proxy Voting Form



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



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By Email
corporateactions@computershare.co.nz

The **2016 Annual Shareholder Meeting of Genesis Energy Limited** will be held on **Wednesday 19 October 2016**, at **10.00am**, in the **Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand**.

Voting Proxy Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy.

Smartphone?

Scan the QR code to vote now.



For your proxy to be effective it must be received by **10:00am (NZST) Monday 17 October 2016**

Voting - General

You are entitled to one vote for every fully paid share in Genesis Energy Limited, held at 5pm on 14 October 2016. It is intended that voting at the Annual Shareholder Meeting (**Meeting**) will occur by way of poll.

Options on How to Vote

Option 1 - Attend the Meeting

If you propose to **ATTEND the Meeting**, please bring this Proxy Voting Form intact to the Meeting, as the barcode will assist with your registration. If a representative of a corporate security holder or proxy is to attend the Meeting, they may need to provide evidence of your authorisation to act prior to admission.

Option 2 - Appointment of Proxy (refer to Steps 1 & 2 over the page or go to www.investorvote.co.nz)

If you do not plan to attend the Meeting, you may appoint a proxy of your choice, by either completing the form over the page or lodging your proxy preferences online at www.investorvote.co.nz. A proxy need not be a shareholder of Genesis Energy. If you appoint a proxy, that person is entitled to attend the Meeting to represent your interests and must be present for your vote to be counted. Should you wish to direct the proxy how to vote, the boxes over the page should be completed for each Resolution presented in Step 2 or you can lodge your proxy preferences online. If you mark the "Proxy Discretion" box for any Resolution, you are directing your proxy to vote as he or she thinks fit on your behalf. If you return your Proxy Voting Form without direction on any Resolution, the vote will be treated as if you have ticked "Proxy Discretion" and your proxy will exercise his/her discretion as to whether to vote and, if so, how.

If you wish, you may appoint the Chairman of the Meeting, or any other Director as your proxy. To do this, enter 'the Chairman' or the Director's name in the space allocated in Step 1 over the page or online. If you appoint the Chairman or any Director as your proxy, and you mark the "Proxy Discretion" box, you acknowledge that he/she may exercise your proxy even if he/she has an interest in the outcome of the resolutions.

The Chairman of the Meeting and the Directors intend to vote proxies marked "Proxy Discretion" in favour of Resolutions 1 to 3. In the case of any undirected proxies held by Directors for Resolution 4, any votes cast in favour of Resolution 4 will be disregarded (refer to the procedural notes in the Notice of Meeting for more information).

Signing Instructions for the Proxy Voting Form

Individual

Where a shareholder is an individual, this Proxy Voting Form must be signed by the shareholder or his or her duly authorised attorney.

Joint Shareholding

In the case of joint shareholding, this Proxy Voting Form must be signed by each of the joint shareholders (or their duly authorised attorney).

Companies

Where the shareholder is a company or corporate shareholder, this Proxy Voting Form must be signed by a duly authorised officer or attorney.

Trusts

Where a shareholder is a trust, this Proxy Voting Form must be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, depending on whether the trustee is an individual or a company).

Partnerships

Where a shareholder is a partnership, this Proxy Voting Form should be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, depending upon whether the partner is an individual or a company).

Power of Attorney

If this Proxy Voting Form has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Voting Form, unless it has already been noted by Genesis Energy or Computershare Investor Services Limited.

Body Corporate

A body corporate shareholder may appoint a representative on its behalf in the same manner as if it were appointing a proxy, provided that the Chairman of the Meeting, the Board, or the persons checking the entitlement of people to attend the Meeting, shall waive any time limit for prior notice in respect of a corporation in favour of a person who at the Meeting can produce reasonable evidence of their authority to represent the corporation.

 **Turn over to complete the Proxy Voting Form**

STEP 1: Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of **Genesis Energy Limited** ("Company")

hereby appoint _____ of _____
(name of proxy) (address)

or failing that person _____ of _____
(name of proxy) (address)

as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the **2016 Annual Shareholder Meeting of Genesis Energy Limited** to be held on **Wednesday 19 October 2016, commencing at 10.00am in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand** and at any adjournment of that Meeting.

STEP 2: Items of Business - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

Ordinary Business	For	Against	Proxy's Discretion	Abstain
Resolution 1 That Maury Leyland, who was appointed as a Director of the Company by the Board on 1 August 2016, retires and is eligible for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 That Paul Zealand, who is eligible for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 That Timothy Miles, who is eligible for election, be elected as a Director of the Company with the appointment to take effect on 21 November 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 That the total remuneration payable to all Directors be increased by \$135,000, from \$805,000 to \$940,000 over two years, with the first part of the increase taking effect from 1 November 2016 and the second part of the increase taking effect from 1 November 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Shareholder(s) This section must be completed.

Shareholder 1 or Sole Director/Director	Shareholder 2 or Director (if more than one)	Shareholder 3
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Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



The 2016 Annual Shareholder Meeting of Genesis Energy Limited will be held on Wednesday 19 October 2016, at 10.00am, in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand.