

9 December 2020

### Goodwood Capital - results of annual meeting of shareholders

At Goodwood Capital Limited's (GWC) annual meeting, held in Auckland today, shareholders were asked to vote on 7 resolutions, which were supported by the Board.

As required by NZX Listing Rule 6.1, all voting was conducted by a poll.

All resolutions were passed by the required majorities as specified below.

Detail of the total number of votes cast in person or by a proxy holder are:

Resolution	For	Against	Abstain
<b>Resolution 1 — Replacement of Company constitution</b> That the constitution, in the form tabled at the meeting, be adopted as the Company's constitution in place of the existing constitution.	6,023,767 100.00%	0 0%	45,366
<b>Resolution 2 — Auditor reappointment and remuneration</b> That Baker Tilly Staples Rodway be reconfirmed as auditors of the Company and that the Directors be authorised to fix the auditor's remuneration.	6,023,267 100.00%	0 0%	45,866
<b>Resolution 3 — Election of Sean Joyce</b> That <b>Sean Joyce</b> , who retires by rotation under the NZX Listing Rules and has offered himself for election, be elected as a Director of the Company.	6,018,767 99.92%	5,000 0.08%	45,366
<b>Resolution 4 — Election of Roger Gower</b> That <b>Roger Gower</b> , who retires by rotation under the NZX Listing Rules and has offered himself for election, be elected as a Director of the Company.	6,023,767 100.00%	0 0%	45,366
<b>Resolution 5 — Election of Angus Cooper</b> That <b>Angus Cooper</b> , who retires by rotation under the NZX Listing Rules and has offered himself for election, be elected as a Director of the Company.	6,023,767 100.00%	0 0%	45,366
<b>Resolution 6 — Ratification of previous share issue by private placement</b> That the Company's previous issue of 2,633,453 new ordinary shares to wholesale investors at an issue price of \$0.02 per share is approved and ratified for all purposes, on the terms and conditions set out in the Explanatory Notes. <i>Allotees in the placement and their associated persons were not permitted to vote on this resolution.</i>	4,268,133 99.98%	650 0.02%	44,716

Resolution	For	Against	Abstain
<p><b>Resolution 7 – Approval of further share issues</b>  That the Company is authorised to issue the following shares at an issue price of \$0.02 per share, on the terms and conditions set out in the Explanatory Notes:</p> <p>a) up to 6,250,000 new ordinary shares to wholesale investors; and</p> <p>b) up to 6,250,000 ordinary shares to Mounterowen Limited,</p> <p>provided that the total number of shares issued to Mounterowen Limited does not exceed the number of shares issued to wholesale investors.</p>	<p>6,023,767  99.99%</p>	<p>650  0.01%</p>	<p>44,716</p>
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