

HEARTLAND BANK LIMITED

2016 ANNUAL MEETING



Rydges Latimer Christchurch, 30 Latimer Square, Christchurch
3pm Tuesday 22 November 2016

HOW TO LODGE YOUR POSTAL VOTE/PROXY APPOINTMENT:

Online: <https://investorcentre.linkmarketservices.co.nz/voting/HBL>

Email: meetings@linkmarketservices.co.nz

Mail: Use the enclosed reply paid envelope or send to:
Link Market Services Limited
PO Box 91976, Auckland 1142, New Zealand

Deliver: Link Market Services Limited
Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010

Fax: +64 9 375 5990

Scan this QR Code with your
smartphone and vote online

ADMISSION CARD

If you are **attending** the meeting, keep this form intact and bring it to the meeting for registration purposes.

If you are **not attending** the meeting, but wish to make a postal vote or appoint a proxy, you can do so online or by completing and returning this form to Link Market Services Limited by no later than **3pm on Sunday 20 November 2016**.

SIGNING THIS FORM

If your shares are held by:

- (a) an **individual**, this form must be signed by the individual (or his or her duly authorised attorney);
- (b) a **company**, this form must be signed by a duly authorised signatory of the company (including a director);
- (c) a **trust**, this form should be signed as above by at least one trustee in accordance with the relevant trust deed (in accordance with (a) or (b) above, as applicable if the trustee is an individual or a company);
- (d) a **partnership**, this form should be signed by at least one partner in accordance with the rules governing the partnership (in accordance with (a) or (b) above, as applicable if the partner is an individual or a company); or
- (e) **joint shareholders**, at least one joint shareholder must sign this form on behalf of all joint shareholders in accordance with the above.

If this form is completed by an **attorney** or **representative**, a copy of the power of attorney or letter of appointment of representative (unless previously provided), must accompany this form together with a completed certificate of non-revocation of authority.

POSTAL VOTING

If you are entitled to vote at the meeting, you may cast a postal vote by ticking the Postal Vote box, complete the Resolutions section and signing and returning this form. Alternatively, you can cast your postal vote online.

If you return a postal vote without indicating how you wish to vote on a resolution, you will be deemed to have abstained from voting on that resolution. If you lodge a postal vote and also appoint a proxy, your postal vote will take priority over your proxy appointment.

APPOINTING A PROXY

If you are entitled to vote at the meeting, you may appoint a proxy by completing the Appointment of Proxy and Resolutions sections and signing and returning this form. Alternatively, you can appoint a proxy online. If you return this form without appointing a proxy, it will be treated as a postal vote.

A Proxy does not have to be a Heartland shareholder. If your Proxy does not attend the meeting, your vote will not be counted (unless you have cast a postal vote before the meeting).

If you appoint a proxy to vote on your behalf and tick the "Proxy's Discretion" box for a resolution, or do not direct your proxy how to vote on a resolution, your proxy will vote as he/she sees fit on that resolution. If you appoint a director of Heartland or any associated person as your proxy, and you tick the "Proxy's Discretion" box for any resolution, he/she may not be able to exercise your proxy if he/she has an interest in the outcome of the resolution.

POSTAL VOTE

COMPLETE THIS SECTION IF YOU WILL NOT ATTEND THE MEETING BUT WISH TO CAST A POSTAL VOTE OR DIRECT YOUR PROXY HOW TO VOTE AT THE MEETING

I/We wish to vote by Postal Vote (please tick the box).

APPOINTMENT OF PROXY

COMPLETE THIS SECTION IF YOU WILL NOT ATTEND THE MEETING BUT WISH TO APPOINT SOMEONE TO ATTEND ON YOUR BEHALF

I/We being a shareholder/s of Heartland hereby appoint:

Full name _____ of _____

as my/our proxy (or representative, if a body corporate) to attend the meeting on my/our behalf and any adjournment of the meeting and to vote on my/our behalf at the meeting and any adjournment of the meeting in accordance with my/our directions below.

RESOLUTIONS

Cast a postal vote, or instruct a proxy to vote, by placing a tick (✓) in the relevant box.

If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's Discretion". Proxy's discretion is not applicable for a postal vote.

| | For | Against | Proxy's Discretion | Abstain |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. That Bruce Irvine, who retires by rotation and is eligible for re-election, be re-elected as a director of Heartland. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That John Harvey, who retires by rotation and is eligible for re-election, be re-elected as a director of Heartland. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That Vanessa Stoddart, who retires and is eligible for election, be elected as a director of Heartland. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. That the total annual remuneration available to all non-executive directors be increased from \$1,000,000 to \$1,200,000, with such sum to be divided amongst the directors as the board may from time to time determine. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. That the board be authorised to fix the remuneration of Heartland's auditor, KPMG, for the following year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Any votes cast by a director or any of their associates on resolution 4 will be disregarded in accordance with the NZX Main Board Listing Rules. This does not apply to any votes cast by such persons as proxy under express directions to vote for or against this resolution (i.e. proxy's discretion will be disregarded).

SHAREHOLDER QUESTIONS

COMPLETE THIS SECTION IF YOU WILL NOT ATTEND THE MEETING BUT WISH TO SUBMIT A QUESTION

Shareholders present at the meeting will have the opportunity to ask questions during the meeting. If you cannot attend the meeting, but would like to submit a question, you can do so below. Heartland may not be able to address all questions that are submitted.

Question:

Signature(s) of shareholder(s)

Signature(s) of shareholder(s)

Signature(s) of shareholder(s)

/ / 2016

Date of signing

Day time contact phone no.