

2023 Annual Meeting

HEARTLAND GROUP

How to lodge your postal vote/proxy appointment:

Online: vote.linkmarketservices.com/HGH

Email: meetings@linkmarketservices.com

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 30, PwC Tower,
15 Customs Street West,
Auckland 1010

QR Code: Scan this QR code with your
smartphone and vote online



**Te Pae Christchurch Convention Centre, Christchurch, New Zealand,
and online at virtualmeeting.co.nz/hgh23 at 2pm Thursday, 9 November 2023.**

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. It must be received by no later than **2pm on 7 November 2023**.

This is the cut-off time for postal votes to be cast and proxies to be appointed online.

Signing this form

If your shares are held by:

- an individual, this form must be signed by the individual (or his or her duly authorised attorney);
- a company, this form must be signed by a duly authorised signatory of the company (including a director);
- 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);
- 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
- joint shareholders, this form should be signed by at least one joint shareholder (or as otherwise required by the arrangements between the joint shareholders) in accordance with the relevant method for that joint shareholder set out 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, completing 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 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 (**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 wish, you may appoint the Chair of the meeting as your Proxy. To do so, please write "Chair of the meeting" in the Appointment of Proxy section. The Chair will vote according to your instructions. If the Chair is not instructed how to vote, the Chair intends to vote in favour of each of the resolutions (other than resolution 2 due to the voting restrictions outlined below).

You may still attend the meeting virtually should you appoint a Proxy, noting that you will not be able to vote if a Proxy has been appointed.

Voting restrictions

Voting restrictions apply in relation to resolution 2 in accordance with NZX Listing Rule 6.3.1 as follows:

Heartland will disregard any votes cast in favour of Resolution 2 (Directors' Remuneration) by any director who is intended to receive directors' fees (and their respective Associated Persons), unless such shareholder is casting a vote under an expressly directed Proxy of a person who is not disqualified from voting.

Postal vote

Complete this section if you will not attend the meeting but wish to cast a postal vote

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:

Email:

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, and to vote on any resolutions to amend any of the resolutions, on any resolution so amended and on any other resolution proposed at the meeting (or any adjournment thereof).

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 Greg Tomlinson, 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 the total annual remuneration available to all non-executive directors be increased from NZ\$1,600,000 or AU\$1,400,000 to NZ\$2,400,000 or AU\$2,200,000 (whichever is the greater amount from time to time), an increase of NZ\$800,000 or AU\$800,000 (33% or 57% respectively) effective for the financial year ending 30 June 2024 and onwards, with such sum to be divided amongst the non-executive directors as the Board may from time to time determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the Board be authorised to fix the remuneration of Heartland's auditor, PwC, for the financial year ending 30 June 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder questions

Shareholders present at the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/HGH and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by **2pm on Tuesday 7 November 2023**. The Board will address and answer questions during the meeting.

Question:

Signature of shareholder(s)

Signature(s) of shareholder(s)

Signature(s) of shareholder(s)

Signature(s) of shareholder(s)

Date of signing

Day time contact phone number

Electronic investor communication

If you received the Notice of Meeting and this form by mail and would like to receive all future shareholder communications electronically (by email) where possible, please write your email address below.

Email: