

## Proxies and Representatives

If you are entitled to attend and vote at the Meeting, you may appoint a Proxy to attend in person and vote on your behalf. You should instruct your Proxy how to vote on the enclosed form or, if appointing a Proxy online, by completing the online voting instructions. A body corporate may appoint a representative to attend the Meeting on its behalf in the same manner as it would appoint a Proxy (including giving instructions as to how the representative should vote). Your Proxy does not need to be a shareholder of the Company. Your Proxy appointment must be received by the Company's share registrar, Link Market Services Limited, no later than **3pm on Wednesday 30 October 2013**, 48 hours before the Meeting.

**You can return your completed form in any of the following ways.**

- Post to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand
- Hand deliver to Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland 1010
- Fax to +64 9 375 5990
- Scan and email to [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) (Please put the words "HNZ shareholder meeting" in the subject line)

## Online Postal Voting or Appointing a Proxy

You can submit your postal vote or appoint a Proxy (and give that Proxy your voting instructions) online at <https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx>

You will be required for security purposes to enter your CSN/Holder Number and FIN to complete your online postal vote or Proxy appointment.

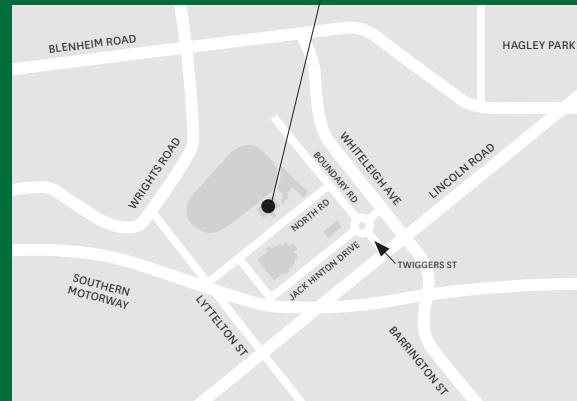
# HEARTLAND

New Zealand Limited

## Venue Details

The Annual Meeting of Heartland New Zealand Limited will be held at Addington Events Centre, 75 Jack Hinton Drive, Christchurch on Friday 1 November 2013 commencing at 3pm.

HEARTLAND NEW ZEALAND LIMITED  
ANNUAL MEETING  
Legends Lounge  
3rd Floor, Metropolitan Stand



[www.heartland.co.nz](http://www.heartland.co.nz)

## Notice of Annual Meeting

Friday 1 November 2013

Addington Events Centre, 75 Jack Hinton Drive, Christchurch  
commencing at 3pm.



# HEARTLAND

New Zealand Limited

## Agenda

### 1. Addresses

By the Chairman and Managing Director.

### 2. Annual Report

To receive and consider the Annual Report for the year ended 30 June 2013.

### 3. Election of Directors

To consider and, if agreed, pass the following resolutions as ordinary resolutions (each as a separate ordinary resolution):

*That Gary Leech be re-elected as a director of the Company.*

*That Christopher Mace be re-elected as a director of the Company.*

*That Greg Tomlinson be re-elected as a director of the Company.*

(See Explanatory Notes for profiles.)

### 4. Auditor

To record the automatic reappointment of KPMG as the Company's auditor and, if agreed, pass the following resolution as an ordinary resolution:

*That the Directors are authorised to fix the auditor's remuneration.*

### 5. Other Business

To consider any other matters that may properly be brought before the Meeting.

Following the formal part of the Meeting, the Directors invite shareholders to join them for light refreshments.

By order of the Board

#### Anna-Lisa Strain

Company Secretary  
Auckland, New Zealand

14 October 2013

## Explanatory Notes

### 3. Election of Directors – Explanatory Notes

In accordance with the Company's Constitution, Gary Leech and Christopher Mace retire by rotation and, being eligible, offer themselves for re-election.

NZSX Listing Rule 3.3.6 requires that any person who is appointed as a director by the Directors shall retire from office at the next annual meeting, but shall be eligible for election at that meeting. Greg Tomlinson was appointed as a director of the Company by the Board on 18 March 2013. Accordingly, he will retire from office at the Meeting and, being eligible, offers himself for re-election.

The Board has determined that Gary Leech and Christopher Mace would qualify as independent directors.



#### Gary Leech BCom, FCA, AF Inst D, FNZTA

Gary has 40 years' experience as a chartered accountant, and was the Chairman of the Board of CBS Canterbury leading up to the merger with MARAC Finance Limited and Southern Cross Building Society. Gary is a Fellow of The Institute of Chartered Accountants, an Accredited Fellow of the Institute of Directors and a Fellow of the New Zealand Trustees Association.



#### Christopher Mace CNZM

Chris is an Auckland based businessman and company director with experience in the New Zealand and Australian business environment. He holds a number of directorships and was a director of Southern Cross Building Society leading up to the merger with MARAC Finance Limited and CBS Canterbury.



#### Gregory Tomlinson AME, IoD

Greg is a Christchurch based businessman and investor with experience in a variety of New Zealand industries. One of the original pioneers of the mussel industry in Marlborough, he has also established, and held directorships on the boards of, a number of New Zealand based businesses, including a private equity company focusing on investment opportunities within New Zealand.

### 4. Auditor – Explanatory Notes

It is intended that KPMG will be automatically reappointed as the Company's auditor under section 200 of the Companies Act 1993. The Company proposes that the Directors be authorised by way of ordinary resolution to fix KPMG's remuneration as auditor for the following year for the purposes of section 197 of the Companies Act 1993.

## Procedural Notes

### Annual Meeting and Voting

The resolutions required for agenda items 3 and 4 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting.

If your name is entered in the share register as at 5pm on the record date, Wednesday 30 October 2013, you are entitled to one vote for each resolution put to the Meeting. If a vote is held by way of a poll, you will be entitled to one vote for every fully paid share in the Company held as at the record date. You will be advised at the Meeting if a vote is to be held by way of poll.

Your right to vote may be exercised by:

- (a) Attending and voting in person
- (b) Submitting a postal vote
- (c) Appointing a Proxy (or representative) to attend in person and vote in your place

If you intend to attend and vote in person at the Meeting, please bring the enclosed form, which will act as your admission card, to the Meeting.

### How to cast your Postal Vote or appoint a Proxy

If you are entitled to vote at the Meeting, you may cast your postal vote or appoint a Proxy to attend the Meeting and vote on your behalf either online or by completing and returning the enclosed form. Further details on how to cast your postal vote or appoint your Proxy (and give that Proxy your voting instructions) are set out below.

### Postal Voting

If you are entitled to attend and vote at the Meeting, you may cast a postal vote instead of attending in person or appointing a Proxy to attend on your behalf. Anna-Lisa Strain, as the Company Secretary, has been authorised by the Board to receive and count postal votes at the Meeting. A postal vote must be received by the Company's share registrar, Link Market Services Limited, no later than **3pm on Wednesday 30 October 2013**, 48 hours before the Meeting. Details on how to return your postal vote are given overleaf.