

ANNUAL MEETING OF SHAREHOLDERS OF
HEARTLAND NEW ZEALAND LIMITED (HEARTLAND)

Novotel Ellerslie, 72-112 Greenlane East, Auckland
on Friday 31 October 2014 commencing at 4pm.

ADMISSION CARD

If you propose to ATTEND the Annual Meeting (Meeting), please keep this form intact. Please bring this form to the Meeting as the barcode is required for registration purposes.

If you DO NOT propose to ATTEND the Meeting but wish to either vote by postal vote or appoint a Proxy, please complete and return this form or complete either process online. Please do not appoint a Proxy if you are submitting a postal vote. Please read the instructions overleaf for further details.

POSTAL VOTING FORM TO USE IF YOU WILL NOT ATTEND THE MEETING AND ARE NOT SUBMITTING YOUR POSTAL VOTE ONLINE OR APPOINTING A PROXY

This completed form must be received by Heartland's share registrar, Link Market Services Limited, no later than **4pm on 29 October 2014.**

I/We wish to vote by postal vote (please tick the box). Complete your vote in the voting instructions section below.

PROXY FORM TO USE IF YOU WILL NOT ATTEND THE MEETING AND ARE NOT SUBMITTING A POSTAL VOTE

A body corporate appointing a representative to attend on its behalf should also complete this section. This completed form must be received by Heartland's share registrar, Link Market Services Limited, no later than **4pm on 29 October 2014.**

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

Full name _____ of _____

or, failing him/her:

Full name _____ of _____

as my/our Proxy (or representative, if a body corporate) to exercise my/our vote in accordance with my/our voting instructions at the Meeting of the shareholders of Heartland to be held at 4pm on Friday 31 October 2014 and at any adjournment of that Meeting, and to vote as my/our Proxy (or representative, if a body corporate) thinks fit on any of the resolutions below or on any other resolution proposed at the Meeting (or any adjournment) so as to give effect to my/our intentions as set out below if possible.

VOTING INSTRUCTIONS TO USE TO CAST YOUR POSTAL VOTE OR INSTRUCT YOUR PROXY/REPRESENTATIVE HOW TO VOTE

If shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder.

✓ Tick in box to vote

Resolution	For	Against	Discretion (Proxy/ representative only)	Abstain
1. That the Annual Report for the year ended 30 June 2014 be received.				
2. That Geoffrey Ricketts be re-elected as a director.				
3. That Graham Kennedy be re-elected as a director.				
4. That the maximum total amount of annual directors' remuneration be increased from \$917,500 to \$1,000,000, an increase of \$82,500, until such time as this amount may be altered by a further ordinary resolution of shareholders.				
5. That the Directors are authorised to fix the auditor's remuneration.				

Signed the _____ day of _____ 2014

Signature(s) of shareholder(s) _____

Day time contact phone no. _____

GUIDELINES FOR SUBMITTING A POSTAL VOTE OR APPOINTING A PROXY AND GIVING VOTING INSTRUCTIONS

POSTAL VOTING

1. If you are entitled to vote at the Meeting you may cast a postal vote. Anna-Lisa Strain, as the Company Secretary, has been authorised by the Board to receive and count postal votes at the Meeting.
2. **You can cast your postal vote online** at <https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx>
3. 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.
4. If you complete the postal vote section and also appoint a Proxy, your postal vote will take priority over your Proxy appointment.
5. To be valid, this completed form must be received by Heartland's share registrar, Link Market Services Limited, no later than **4pm on 29 October 2014**, as explained below.

APPOINTING A PROXY

6. A Proxy does not have to be a Heartland shareholder.
7. **You can appoint your Proxy online** at <https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx>
8. If shares in Heartland are held by:
 - (a) an individual, this form must be signed by the individual appointing the Proxy or his or her duly authorised attorney
 - (b) a company, this form must be signed by a duly authorised attorney or officer appointing the Proxy
 - (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)
 - (e) joint shareholders, at least one joint shareholder must sign this form on behalf of all joint shareholders in accordance with the above
9. If this form is completed by an attorney or representative, the power of attorney or letter of appointment of representative, or a certified copy must, if not previously produced to Heartland, accompany this form together with a completed certificate of non-revocation of authority.
10. To be valid, this completed form (and any document evidencing the authority of a representative or attorney to sign it) must be received by Heartland's share registrar, Link Market Services Limited, no later than **4pm on 29 October 2014**, as explained below.

PROXY VOTING INSTRUCTIONS

11. If you tick the "Discretion" box for a resolution, you are directing your Proxy to decide how to vote on your behalf. If you do not tick any boxes, your Proxy will vote as he/she sees fit.
12. If you appoint a Director of the Company or any associate of a Director as your Proxy, and you tick the "Discretion" box for any resolution, you acknowledge that he/she may not exercise your Proxy if he/she has an interest in the outcome of the resolution.
13. If you appoint a Proxy, the person you appoint as your Proxy will be entitled to attend the Meeting to represent your interests and must be present at the Meeting for your vote to be counted. If your Proxy does not attend the Meeting, your vote will not be counted.

YOU CAN RETURN YOUR COMPLETED FORM IN ANY OF THE FOLLOWING WAYS

Online postal vote or appoint your Proxy online	Go to the Link Market Services Limited website: 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 (including instructing your Proxy how to vote).
Mail	If mailing within New Zealand please use the enclosed reply paid envelope. If mailing from outside New Zealand please insert into an envelope and address it to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand. Please allow enough time and pay the appropriate postage to ensure delivery by 4pm on 29 October 2014 .
Hand delivery	Link Market Services Limited Level 7 Zurich House 21 Queen Street Auckland 1010
Fax	+64 9 375 5990
Scan and email	meetings@linkmarketservices.co.nz (please put the words "HNZ shareholder meeting" in the subject line)