

Annual Meeting of Shareholders of Heartland New Zealand Limited

HEARTLAND

New Zealand Limited

Novotel Ellerslie, 72-112 Green Lane East, Auckland on Friday 11 December commencing at 1.30pm.

You Can Lodge Your Postal Vote/Proxy Appointment:

Online: <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 **1.30pm on 9 December 2015.**

By hand: Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland 1010

Fax: +64 9 375 5990

Email: meetings@linkmarketservices.co.nz
(please put the words "**HNZ shareholder meeting**" in the subject line)

Scan this QR code with your smartphone and vote online

Admission Card

If you WILL 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 WILL NOT attend the Meeting, you can complete and return this form, or go online, to vote by postal vote or appoint a proxy. Please read the instructions overleaf for further details. This completed form must be received by Heartland's share registrar, Link Market Services Limited, or your online appointment or vote completed no later than **1.30pm on 9 December 2015.**

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
or, failing him/her:

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.

Voting

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).

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.

Resolutions	For	Against	Proxy's Discretion	Abstain
1. That the directors of Heartland are authorised to fix the auditor's remuneration.				
2. That Geoffrey Ricketts be re-elected as a director of Heartland effective 31 December 2015.				
3. That Jeffrey Greenslade be re-elected as a director of Heartland effective 31 December 2015.				
4. That Graham Kennedy be re-elected as a director of Heartland effective 31 December 2015.				
5. That Christopher Mace be re-elected as a director of Heartland effective 31 December 2015.				
6. That Gregory Tomlinson be re-elected as a director of Heartland effective 31 December 2015.				
7. That Bruce Irvine be elected as a director of Heartland effective 31 December 2015.				
8. That Nicola Greer be elected as a director of Heartland effective 31 December 2015.				
9. That Edward (John) Harvey be elected as a director of Heartland effective 31 December 2015.				
10. That the arrangement relating to the return of capital to shareholders, as described in the Arrangement Plan included in the Notice of Meeting, be approved.				
11. That, effective 31 December 2015, the existing constitution of Heartland be revoked and a new constitution, in the form presented at the 2015 Annual Meeting, be adopted.				

Signature(s) of shareholder(s)	Signature(s) of shareholder(s)	Signature(s) of shareholder(s)
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Date of signing..... / / 2015 Day time contact phone number

Guidelines for Submitting a Postal Vote or Appointing a Proxy and Giving Voting Instructions

Signing this Form

If shares in Heartland 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, 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.

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 Voting section and signing and returning this form or by completing the process online in accordance with the instructions overleaf.

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 Voting sections and signing and returning this form or by completing the process online in accordance with the instructions overleaf.

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, you acknowledge that he/she may not exercise your proxy if he/she has an interest in the outcome of the resolution.