2026 Heartland Special Meeting

HEARTLAND GROUP

Voting and Proxy form

How to lodge your postal vote/proxy appointment:

Online: vote.cm.mpms.mufg.com/HGH

Email: meetings.nz@cm.mpms.mufg.com

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

Deliver: MUFG Pension & Market Services Level 30, PwC Tower, 15 Customs Street West, Auckland 1010

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

World Cup Lounge, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand and online at https://meetings.mpms.mufg.com/hghsm26 at 3pm (NZDT) Wednesday, 30 September 2026.

Admission card

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

If you are not attending the Special Meeting, but wish to make a postal vote or appoint a proxy (**Proxy**), you can do so online or by completing and returning this form to MUFG Pension & Market Services. It must be received by no later than 3.00pm (NZDT) on Monday, 28 September 2026.

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:

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, 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 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 the resolutions (other than Resolution 4 due to the voting restrictions outlined in the Explanatory Notes in the notice of meeting).

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

In accordance with NZX Listing Rule 6.3.1 and as set out in the notice of meeting in connection with this Special Meeting, certain persons are restricted from voting on certain resolutions. Heartland will disregard any votes cast in favour of:

- Resolution 2 by Toi Foundation (and its Associated Persons, including Fisher Funds Management Limited); and
- Resolution 4 by any director of Heartland who is intended to receive directors' fees (and their respective Associated Persons),

unless such shareholder or person is casting a vote as a directed Proxy for 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 address:

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 the resolution, 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 them 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 the acquisition by Heartland of all of the shares in TSB and the subsequent amalgamation of Heartland Bank and TSB (with Heartland Bank being the amalgamated company) under the merger implementation agreement dated 1 June 2026 between Heartland, Toi Foundation and Toi Foundation Holdings Limited be approved, confirmed and ratified for all purposes, including section 129 of the Companies Act 1993 and NZX Listing Rule 5.1.1.	☐	☐	☐	☐
2. That the issue of 200,000,000 fully paid ordinary shares in Heartland to Toi Foundation at an issue price of NZD$1.25 per share on completion of, and as partial consideration for, the acquisition by Heartland of all of the shares in TSB be approved, confirmed and ratified for all purposes, including NZX Listing Rule 4.1.1.	☐	☐	☐	☐
3. That Mark Darrow, having been nominated by the Board of Heartland in each director's capacity as a shareholder of Heartland, be elected as a director of Heartland with effect on and from the completion of the acquisition by Heartland of all of the shares in TSB.	☐	☐	☐	☐
4. That the total annual remuneration available to all non-executive directors of Heartland and its subsidiaries be increased from NZD$2,400,000 or AUD$2,200,000 (whichever is the greater amount from time to time) to NZ$2,600,000 or AU$2,350,000 (whichever is the greater amount from time to time), an increase of NZ$200,000 or AU$150,000 (8.33% and 6.82% respectively) effective for the financial year ending 30 June 2027 onwards, with such sum to be divided amongst the non-executive directors as the Board may determine from time to time.	☐	☐	☐	☐

Shareholder questions

Shareholders present at the Special 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.cm.mpms.mufg.com/HGH and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services. Questions will need to be submitted by **3.00pm** (NZDT) on **Monday 28 September 2026**. 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)
/ / 2026		
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 address: