

Lodge your proxy:

Online: vote.linkmarketservices.com/FPH

Scan & Email: meetings@linkmarketservices.com
(Please use "FPH Proxy Form" as the subject for easy identification).

Mail: Use the enclosed reply paid envelope or address to:
Link Market Services
PO Box 91976, Auckland 1142, New Zealand.

By hand:
Link Market Services
Level 11, Deloitte Centre
80 Queen Street, Auckland, New Zealand.

By Fax: + 64 9 375 5990

General Enquiries:
+64 9 375 5998 or email:
meetings@linkmarketservices.com.

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



Fisher & Paykel Healthcare Corporation Limited Annual Meeting Voting Form

The Annual Shareholders' Meeting of Fisher & Paykel Healthcare Corporation Limited (NZBN 9429040719887 and ABN 69 098 026 281) will be held online at www.virtualmeeting.co.nz/FPH20 and in person at the Guineas Ballroom, Ellerslie Event Centre, Auckland, New Zealand on Friday, 21 August 2020 commencing at 2.00pm (NZST). To attend online via the above link you will require your Holder Number for verification purposes.

For your postal vote or proxy to be effective it must be lodged with Link Market Services by no later than 2.00pm, Wednesday 19 August 2020 (NZST).

COVID-19 IMPLICATIONS

The Company is closely monitoring the situation in New Zealand with regard to COVID-19. In the event of any significant developments, the Company may, in its sole discretion, elect to hold the Annual Shareholders' Meeting as an online only meeting if it considers there are potential risks to the health of meeting attendees or if an in person meeting is prohibited by law. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website at www.fphcare.com/asm.

NOTES

Attending the Meeting

- 1 If you propose to ATTEND the Annual Shareholders' Meeting in person please bring this Voting Form to the meeting to assist with your registration. All shareholders must register with Link Market Services prior to entering the meeting room. If you wish to vote using your mobile phone, please download the "LinkVote" App prior to the meeting on the Apple Store or Google Play Store. Shareholders who prefer to vote using a voting card will still be able to do so.
- 2 Shareholders attending and participating in the Annual Meeting virtually via www.virtualmeeting.co.nz/FPH20 will be able to vote and ask questions during the Annual Meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Postal Vote

- 3 If you are entitled to attend and vote at the Annual Shareholders' Meeting you are entitled to vote by postal vote. The Company Secretary has been authorised by the Board to receive and count postal votes at the Annual Meeting.
- 4 You can cast your postal vote by one of the methods listed above in the box headed "Lodge your Proxy". If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear on any resolution, you will be deemed to have abstained from voting on that resolution.
- 5 If you complete the postal vote section and also appoint a proxy then your postal vote will be cast and your proxy appointment will not be counted.
- 6 If this Voting Form is returned duly signed by a shareholder with voting instructions completed, but without indicating that it is a postal vote, and a proxy has not been appointed, it will be deemed to be a postal vote.

Proxy Appointment

- 7 If you are a shareholder entitled to attend and vote at the Annual Shareholders' Meeting you are entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of you. A proxy may be appointed by completing this Voting Form on-line, or the Voting Form may be completed and mailed, delivered, faxed, or scanned and emailed in accordance with the instructions above in the box headed "Lodge your Proxy".
- 8 A proxy can be any person of your choice and does not have to be a shareholder of Fisher & Paykel Healthcare. If you wish you can appoint the Chair of the Meeting as your proxy. The Chair will vote in accordance with your instructions, or, failing your instruction, in accordance with the terms set out in note 9 of this Voting Form.
- 9 If you tick the box "discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you tick the "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. If you return this Voting Form without a direction as to how to vote on any resolution, or if you tick more than one box in relation to any resolution, the vote on that resolution will be treated as "discretion" and your proxy will exercise his/her discretion as to whether to vote and, if so, how. The Chair intends to vote discretionary proxies in favour of Resolutions 1 to 3 and Resolutions 5 to 7. The Chair will abstain from voting on any discretionary proxies in respect of Resolution 4.
- 10 This Voting Form must be signed by you or your attorney, duly authorised in writing. In the case of a joint shareholding, this form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Voting Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the corporate shareholder, or an attorney duly authorised by the corporate shareholder.
- 11 If this Voting Form is signed under a power of attorney, a certificate of non-revocation must be completed and a copy of the power of attorney certified by a Solicitor, Justice of the Peace or Notary Public provided to Link Market Services Limited, unless it has already been noted by the Company or Link Market Services Limited.

Voting Restrictions

- 12 The Company will disregard any votes cast in favour of Resolution 4 by any Director and any of his or her associated persons and any votes cast in favour 5 or 6 by Lewis Gradon and any of his associated persons (in each case the term associated persons is as defined in the NZX Listing Rules).
- 13 The Company need not disregard a vote cast in favour of Resolutions 4, 5 or 6 by a person referred to in paragraph 12 if that vote is cast by that person as proxy for a person who is entitled to vote, in accordance with an express direction on the Voting Form.

Go online to vote.linkmarketservices.com/FPH to cast your vote or appoint your proxy, or turn over to complete the form.

Section 1:

Choose to vote by postal vote or appoint a proxy to vote on your behalf

Postal Voting

I wish to vote by postal vote (please tick the box). My voting intention is indicated in the resolution section below.

Appoint a Proxy to vote on your behalf

I/We being a shareholder(s) of

Fisher & Paykel Healthcare Corporation Limited hereby appoint: at:

(full name of proxy)

(email)

Or failing that person:

at:

(full name of proxy)

(email)

as my/our proxy to vote for me/us on my/our behalf as directed below, and on any other matters put to the Annual Shareholders' Meeting of Fisher & Paykel Healthcare Corporation Limited to be held at 2:00pm on Friday, 21 August 2020 (NZST), or at any adjournment of that meeting. Unless otherwise instructed as below, my/our proxy may vote as he/she thinks fit.

If you wish, you may appoint the Chair of the Meeting as your proxy by entering "Chair of the Meeting" in the box above.

Section 2:

Voting instructions

This form is to be used to vote as follows on the following resolutions:

Tick (✓) in box to record your vote

Business	For	Against	Abstain	Discretion
1. That Pip Greenwood be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Geraldine McBride be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the maximum aggregate annual remuneration payable to non-executive Directors be increased by NZ\$405,000 from NZ\$1,050,000 to NZ\$1,455,000 (plus GST as appropriate).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That approval be given for the issue of up to 60,000 performance share rights under the Fisher & Paykel 2019 Performance Share Rights Plan to Lewis Gradon, Managing Director and Chief Executive Officer of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That approval be given for the issue of up to 190,000 options under the Fisher & Paykel Healthcare 2019 Share Option Plan to Lewis Gradon, Managing Director and Chief Executive Officer of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That the 2019 Performance Share Rights Plan Rules - North American Plan and the 2019 Share Option Plan Rules - North American Plan be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please refer to the Notice of Annual Shareholders' Meeting 2020 for the explanatory notes accompanying the resolutions above.

Sign:

Signature of Security Holder(s). This section must be completed.

Contact details _____ Signed this _____ 2020
(Daytime phone number) (Date)

Signature/s _____
(All shareholders must sign your email)

Please tick here if you would like to receive communications electronically - please provide your email address or email **operations@linkmarketservices.co.nz** to receive shareholder communications electronically.