

The Fisher & Paykel Healthcare Annual Shareholders' Meeting will be held on Wednesday, 22 August 2012 at 3.00pm at the Guineas Ballroom, Ellerslie Convention Centre, Auckland, New Zealand

SECTION 1: ADMISSION CARD

If you propose to **ATTEND** the Annual Shareholders' Meeting please bring this Admission Card / Proxy Form **intact to the Meeting as the barcode is required for registration at the Annual Shareholders' Meeting**. All shareholders must register with Link Market Services prior to entering the Meeting room.

SECTION 2: PROXY FORM - FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING

Do not separate this section as we require the barcode at the top of the form to record your proxy appointment.

If you propose **NOT** to attend the Annual Shareholders' Meeting please complete and sign the Proxy Form and Voting Instructions below (please keep it intact), and lodge it with Link Market Services by no later than **3.00pm on Monday 20 August 2012** (being 48 hours before the Annual Shareholders' Meeting). The Proxy Form must be either completed online, mailed, delivered, faxed or scanned in accordance with the instructions set out on the reverse of this form.

You may appoint the Chairman of the Meeting as your proxy by entering "Chairman of the Meeting" in the box below.

I/We being a shareholder(s) of **Fisher & Paykel Healthcare Corporation Limited**:

Hereby appoint Or failing that person

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of Fisher & Paykel Healthcare Corporation Limited to be held at 3:00pm on Wednesday 22 August 2012, or at any adjournment of that meeting.

SECTION 3: VOTING INSTRUCTIONS

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

TICK (✓) IN BOX TO RECORD YOUR VOTE
FOR AGAINST ABSTAIN DISCRETION

ORDINARY BUSINESS		FOR	AGAINST	ABSTAIN	DISCRETION
1	To re-elect Roger France as a Director (Item 2(a))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To re-elect Arthur Morris as a Director (Item 2(b))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To elect Michael Daniell as a Director (Item 2(c))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To authorise the Directors to fix the fees and expenses of the Company's auditor (Item 3)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS		FOR	AGAINST	ABSTAIN	DISCRETION
5	To approve the issue of share rights to Michael Daniell as set out in the Notice of Annual Shareholders' Meeting 2012 (Item 4)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To approve the issue of options to Michael Daniell as set out in the Notice of Annual Shareholders' Meeting 2012 (Item 5)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To approve the Fisher & Paykel Healthcare Corporation Limited Stock Purchase Plan (Item 6)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The resolutions above are stated in brief. Please refer to the Notice of Annual Shareholders' Meeting 2012 for the full text of the resolutions and the explanatory notes.

Contact details DAYTIME PHONE NUMBER Signed this DATE 2012

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 enquiries@linkmarketservices.co.nz to receive shareholder communications electronically

NOTES

Proxy Appointment

- 1 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. This Proxy Form may be mailed, delivered, faxed, scanned or completed online in accordance with the instructions below.
- 2 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 Chairman of the Meeting as your proxy. The Chairman will vote in accordance with your instructions, or, failing your instruction, in accordance with the terms set out in note 3 of this Proxy Form.
- 3 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 Proxy 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 Chairman intends to vote discretionary proxies in favour of the resolutions set out in Agenda Items 2 to 6.
- 4 If you return this form without appointing a proxy your Proxy Form will be invalid.
- 5 If your proxy is a disqualified person for the purpose of the NZSX Listing Rules in respect of a resolution, neither your proxy nor any of that proxy's associated persons may vote any undirected proxies on that resolution.
- 6 This Proxy Form must be signed by you or your attorney, duly authorised in writing. In the case of a joint shareholding, this proxy must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy 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.
- 7 If the proxy is signed under Power of Attorney, a certificate of non-revocation must be completed and a copy of the Power of Attorney provided to Link Market Services Limited, unless it has already been noted by the Company or its Registry.

General

- 8 The Company will disregard any votes cast on the resolutions set out in Agenda Items 4 and 5 by Michael Daniell and any of his associates (as defined in the Australian Corporations Act 2001).
- 9 The Company need not disregard a vote cast on Agenda Items 4 or 5 if it is cast by a disqualified person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
- 10 This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be lodged with Link Market Services Limited by no later than 3.00pm, Monday 20 August 2012, (being 48 hours prior to the meeting) in accordance with the instructions below.
- 11 If you have any questions regarding how to complete this Proxy Form or vote, please call Link Market Services Limited Investor Helpline between 8.30am and 5.00pm on +64 9 375 5998 or email meetings@linkmarketservices.com.

PLEASE COMPLETE YOUR VOTING FORM OR PROXY FORM ONLINE OR LODGE IT WITH LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:

- Online:** To appoint your proxy or vote online, please go to the Link Market Services website: <https://investorcentre.linkmarketservices.co.nz/voting/FPH.aspx>
You will need to enter your holder number and FIN to securely access the website and then follow the prompts to appoint your proxy or exercise your vote.
- Mailing from within New Zealand:** If mailing a Proxy Form from within New Zealand, please use the reply-paid envelope provided. There is no cost for mailing from within New Zealand.
- Mailing from outside New Zealand:** If mailing outside New Zealand, please place the Proxy Form in the pre-addressed envelope, affix the appropriate postage from the country of mailing and post to Link Market Services, PO Box 91976, Victoria Street West, Auckland, New Zealand.
- Deliver:** If delivering the Proxy Form, please deliver to:
Link Market Services Limited
Level 16, Brookfields House
19 Victoria Street West
Auckland
New Zealand.
- Fax:** If faxing the Proxy Form, please fax to Link Market Services Limited at + 64 9 375 5990
- Scan & email:** meetings@linkmarketservices.com (please put the words "FPH Proxy Form" in the subject line for easy identification).

PLEASE CONTACT LINK MARKET SERVICES BY EMAIL, FAX (AS ABOVE)
OR PHONE +64 9 375 5998 IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE.