

**Annual Meeting of Shareholders of
Fisher & Paykel Healthcare Corporation Limited**

Fisher & Paykel
HEALTHCARE

3.00pm Friday 27 August 2010
Guineas Ballroom, Ellerslie Convention Centre, Auckland, New Zealand

SECTION 1: ADMISSION CARD

If you propose to ATTEND the Annual Meeting:

Bring this Admission Card, Proxy Form and Voting Instructions/Voting Paper intact.

If you do NOT propose to ATTEND the Annual Meeting but wish to be represented by proxy:

Complete and sign the Proxy and Voting Instruction section below, detach this Admission Card and fold the form as indicated, seal and mail it to the Company's Share Registrar (see over for mailing/delivery instructions).

Common Shareholder No. _____

TEAR

SECTION 2: PROXY FORM (for use if you are unable to attend the meeting)

Common Shareholder No. _____

No. of Voting Securities _____

I/We

being a Shareholder/Shareholders of FISHER & PAYKEL HEALTHCARE CORPORATION LIMITED

hereby appoint* _____

or failing him/her _____

as my/our proxy to vote for me/us on my/our behalf at the 2010 Annual Meeting of Shareholders of the Company to be held on Friday 27 August 2010 at the Guineas Ballroom, Ellerslie Convention Centre, Auckland, New Zealand commencing at 3.00pm and at any adjournment thereof.

**If you wish, you may appoint as your proxy "The Chairman of the Meeting".*

Unless otherwise instructed, the proxy will vote as he or she thinks fit. In the event that my/our intention is unclear (in my/our proxy's sole opinion) my/our direction is to abstain. Should you wish to direct the proxy how to vote, please indicate with a (✓) in the appropriate boxes below.

FOLD

SECTION 3: Voting Instructions/Voting Paper

This part of the form can be used either as voting instructions for a proxy or as a voting paper at the meeting (if a poll is called). This form is to be used to vote as follows on the following resolutions:

ORDINARY BUSINESS

TICK (✓) IN BOX TO RECORD YOUR VOTE

	IN FAVOUR	AGAINST	DISCRETION	ABSTAIN
1 To re-elect Nigel Evans 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 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

4 To approve the issue of options to the Managing Director and Chief Executive Officer under the Fisher & Paykel Healthcare 2003 Share Option Plan as set out in the Notice of Annual Shareholders' Meeting 2010 (Item 4).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signed this _____ day of _____ 2010

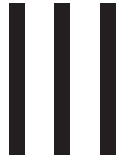
Signature/s _____

NOTES

1. For this proxy form to be valid and your vote to be counted, completed proxy forms must be lodged at the office of the Company's Share Registrar, Computershare Investor Services Limited at either Private Bag 92119, Auckland 1142 or at Level 2, 159 Hurstmere Road, Takapuna, North Shore City, Auckland, New Zealand so as to be received not later than 3.00pm on 25 August 2010.
2. A proxy can be any person of the Shareholder's choice and does not have to be a Shareholder. If you wish, you can appoint the Chairman of the Meeting as your proxy. The Chairman will vote in accordance with your instructions. If you tick the box "proxy discretion" you are directing the proxy to decide how to vote on your behalf. If you tick the "abstain" box you are directing your proxy not to vote on the resolution. If the form is returned without a direction as to how the proxy shall act on a resolution, the proxy will exercise the proxy's discretion as to whether to vote and, if so, how. If a proxy is a "disqualified person" for the purposes of the NZSX Listing Rules in respect of a resolution, neither that proxy nor any of that proxy's associated persons may vote any undirected proxies on that resolution.
3. All joint holders must sign. A corporation may sign under the hand of a duly authorised officer. If the form is signed under power of attorney, a certificate of non-revocation must be completed and the power of attorney also forwarded, unless it has already been noted by the Company.
4. The Company will disregard any votes cast on the resolution set out in Agenda Item 4 by Michael Daniell or any of his associates (as defined in the Australian Corporations Act 2001).
5. The Company need not disregard a vote cast on Agenda Item 4 if it is cast by a 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.

TEAR

FreePost Authority Number 2888



NO POSTAGE REQUIRED
IF POSTED IN NEW ZEALAND

The Share Registrar
Fisher & Paykel Healthcare Corporation Limited
C/- Computershare Investor Services Limited
Private Bag 92119
Auckland 1142

FOLD

MAILING/DELIVERY INSTRUCTIONS	
1	If mailing proxy form from within New Zealand, use this proxy form as a reply paid envelope by following the directions below: i. Tear off Admission Card ii. Fold along line indicated iii. Seal with tape.
2	If mailing proxy form from outside New Zealand , place proxy form in an envelope and affix the necessary postage from the country of mailing. Address to: The Share Registrar Fisher & Paykel Healthcare Corporation Limited C/- Computershare Investor Services Limited Private Bag 92119 Auckland 1142 NEW ZEALAND
3	If delivering proxy form by hand or by courier , the physical street address of the Company's Share Registrar is Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, North Shore City, New Zealand.

TO MAIL, FOLD AND SEAL WITH TAPE