FISHER & PAYKEL HEALTHCARE CORPORATION LIMITED **ANNUAL MEETING ADMISSION CARD / PROXY FORM**



The Fisher & Paykel Healthcare Annual Shareholders' Meeting will be held on Wednesday, 20 August 2014 at 2.00pm (NZST) at the Guineas Ballroom, Ellerslie Event 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 Limited by no later than 2.00pm (NZST) on Monday 18 August 2014 (being 48 hours before the Annual Shareholders' Meeting). The Proxy Form must be either completed online, mailed, delivered, faxed or scanned and emailed 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

BUSINESS

1

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3

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 2:00pm on Wednesday, 20 August 2014 (NZST), or at any adjournment of that meeting.

SECTION 3: VOTING INSTR

To authorise the Directors Company's auditor

This form is to be used to vote as

ION 3: VOTING INSTRUCTIONS	TICK (🗸) IN BOX TO RECORD YOUR VOTE			
m is to be used to vote as follows on the following resolutions:	FOR	AGAINST	ABSTAIN	DISCRETION
INESS				
To re-elect Tony Carter as a Director				
To re-elect Lindsay Gillanders as a Director				
To authorise the Directors to fix the fees and expenses of the Company's auditor				

communications electronically

- To approve the increase of the maximum aggregate amount of 4 remuneration payable by the Company to non-executive Directors (in their capacity as Directors) by NZ\$150,000 from NZ\$800,000 per annum to NZ\$950,000 per annum with effect from 1 April 2015
- 5 To approve the issue of share rights to Michael Daniell as set out in the Notice of Annual Shareholders' Meeting 2014
- To approve the issue of options to Michael Daniell as set out in the 6 Notice of Annual Shareholders' Meeting 2014

The resolutions above are stated in brief. Please refer to the Notice of Annual Shareholders' Meeting 2014 for the full text of the resolutions and the explanatory notes.

Contact details	Signed this			2014
	DAYTIME PHONE NUMBER	5	DATE	
Signature/s				
		ALL SHAREHOLDERS	MUST SIGN	
			Please tick here if you would like to rec electronically – please provide your em enguiries@linkmarketservices.com to r	ail address or email

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 completed online, mailed, delivered, faxed or scanned and emailed 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 Resolutions 1 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 NZX Main Board 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 a 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 is has already been noted by the Company or Link Market Services Limited.

General

- 8 The Company will disregard any votes cast on Resolution 4 by Directors of the Company and any of their associates (as defined in the Australian Corporations Act 2001).
- 9 The Company will disregard any votes cast on Resolutions 5 and 6 by Michael Daniell and any of his associates (as defined in the Australian Corporations Act 2001).
- 10 The Company need not disregard a vote cast on Resolutions 4, 5 or 6 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.
- 11 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 2.00pm, Monday 18 August 2014 (NZST), (being 48 hours prior to the meeting) in accordance with the instructions below.
- 12 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 (NZST) 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, Auckland 1142, New Zealand.
Deliver:	If delivering the Proxy Form, please deliver to:
	Link Market Services Limited Level 7, Zurich House 21 Queen Street 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).