



## 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 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](mailto: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](mailto: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 FORM.