

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 Fisher & Paykel Healthcare Annual Shareholders' Meeting will be held on Wednesday, 28 August 2019 at 2.00pm (NZST) at the Paykel Building, Fisher & Paykel Healthcare, 15 Maurice Paykel Place, East Tamaki, Auckland, New Zealand.

Shareholders are also able to attend the Annual Shareholders' Meeting online via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/fph19. If you will be attending online, 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, Monday 26 August 2019 (NZST).

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.

Postal Vote

- 2 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.
- 3 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.
- 4 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.
- 5 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

- 6 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".
- 7 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 8 of this Voting Form.

- 8 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 7.
- 9 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.
- 10 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.

General

- 11 The Company will disregard any votes cast in favour of Resolutions 5 or 6 by Lewis Gradon and any of his associated persons (as defined in the NZX Listing Rules). However, the Company need not disregard a vote cast in favour of Resolutions 5 or 6 if it is cast by any of those people as proxy for a person who is entitled to vote, in accordance with an express direction on the Voting Form.
- 12 The Company need not disregard a vote cast in favour of Resolutions 5 or 6 by a person referred to in paragraph 11 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 Wednesday, 28 August 2019 (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. To re-elect Lewis Gradon as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Donal O'Dwyer as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Neville Mitchell as a director.	<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 auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the issue of share rights to Lewis Gradon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the issue of options to Lewis Gradon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To amend the constitution of the Company.	<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 2019 for the full text of the resolutions and the explanatory notes.

Sign:

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

Contact details _____ Signed this _____ 2019
(Daytime phone number) (Date)

Signature/s _____
(All shareholders must sign)

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.