

**LODGE YOUR PROXY:**

**Online:** [vote.linkmarketservices.com/FPH](http://vote.linkmarketservices.com/FPH)

**Scan & Email:** [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)  
(Please use "FPH Proxy Form" as the subject for easy identification).

**By Fax:** + 64 9 375 5990

**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.

**SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE**

General Enquiries

+64 9 375 5998 or [email: enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com).

**FISHER & PAYKEL HEALTHCARE CORPORATION LIMITED ANNUAL MEETING VOTING FORM**

The Fisher & Paykel Healthcare Annual Shareholders' Meeting will be held on Thursday, 24 August 2017 at 2.00pm (NZST) at the Newmarket Room, Ellerslie Event Centre, Auckland, New Zealand.

For your vote or proxy to be effective it must be lodged with Link Market Services by no later than 2.00pm, Tuesday 22 August 2017 (NZST).

**NOTES**

**Attending the Meeting**

1. If you propose to ATTEND the Annual Shareholders' Meeting 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.

**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 online or by one of the other methods listed above. 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 form is returned duly signed by a shareholder with voting instructions completed, but without indicating that it is a postal vote or 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. This Voting Form may be completed online, mailed, delivered, faxed or scanned and emailed in accordance with the instructions above.
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 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 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 Chairman intends to vote discretionary proxies in favour of Resolutions 1 to 3 and Resolutions 5 to 7. The Chairman will abstain from voting on any discretionary proxies in respect of Resolution 4.
9. If you return this form without appointing a proxy your Voting Form will be invalid.
10. 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.
11. 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.
12. 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 provided to Link Market Services Limited, unless it has already been noted by the Company or Link Market Services Limited.

**General**

13. The Company will disregard any votes cast on Resolution 4 by any Director and any of his or her associated persons (as defined in the NZX Market Board Listing Rules).
14. The Company will disregard any votes cast on Resolutions 6 and 7 by Lewis Gradon and any of his associated persons (as defined in the NZX Market Board Listing Rules).
15. The Company need not disregard a vote cast on Resolutions 4, 6 or 7 if it is cast by a disqualified person as proxy for a person who is entitled to vote, in accordance with an express direction on the Voting Form to vote for or against the applicable resolution.
16. If you wish to vote by postal vote or appoint a proxy then please complete and return this 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, Tuesday 22 August 2017 (NZST)**, (being 48 hours prior to the meeting) in accordance with the instructions above.

**Go online to [vote.linkmarketservices.com/FPH](http://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

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 Thursday, 24 August 2017 (NZST), or at any adjournment of that meeting. If you wish, you may appoint the Chairman of the Meeting as your proxy by entering "Chairman of the Meeting" in the box above.

## SECTION 2: VOTING INSTRUCTIONS

TICK (✓) IN BOX TO RECORD YOUR VOTE

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

| BUSINESS |                                                                                                                                                                                                                                                      | FOR                      | AGAINST                  | ABSTAIN                  | DISCRETION               |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 1        | To re-elect Tony Carter as a Director                                                                                                                                                                                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2        | To re-elect Geraldine McBride as a Director                                                                                                                                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3        | To elect Pip Greenwood as a Director                                                                                                                                                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4        | That the maximum aggregate annual remuneration payable to non-executive Directors be increased by NZ\$100,000 from \$950,000 to NZ\$1,050,000, such sum to be divided amongst the non-executive Directors in such a manner as the Directors see fit. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5        | To authorise the Directors to fix the fees and expenses of the Company's auditor                                                                                                                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6        | To approve the issue of share rights to Lewis Gradon as set out in the Notice of Annual Shareholders' Meeting 2017                                                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7        | To approve the issue of options to Lewis Gradon as set out in the Notice of Annual Shareholders' Meeting 2017                                                                                                                                        | <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 2017 for the full text of the resolutions and the explanatory notes.

**SIGN: SIGNATURE OF SECURITY HOLDER(S)** This section must be completed

Contact details

\_\_\_\_\_  
DAYTIME PHONE NUMBER

Signed this

\_\_\_\_\_  
DATE

2017

Signature/s

\_\_\_\_\_  
ALL SHAREHOLDERS MUST SIGN YOUR EMAIL