

2015 Annual Meeting Admission Card, Proxy or Postal Voting Form

The Annual Meeting of Shareholders of Z Energy Limited (Z Energy) will be held on Wednesday 1 July 2015 at 2:00pm at Ellerslie Event Centre, Auckland, New Zealand.



Admission Card – Please bring this form intact to the Annual Meeting

If you propose to **ATTEND** the Annual Meeting please bring this Admission Card / Proxy Form **intact as the barcode will assist in your registration.**

If you propose **NOT** to attend the Annual Meeting but wish to vote by postal vote or, appoint a proxy please complete and return this form (please keep it intact) to Link Market Services by no later than **2:00pm on Monday 29 June 2015** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment or Postal Voting can also be completed **online**. Please read the instructions overleaf before completing this form. Please do not appoint a proxy if you are voting by Postal Vote.

POSTAL VOTING

To use if you will **NOT** be attending the Annual Meeting or appointing a proxy.

☐ I wish to vote by postal vote (please tick the box). My voting intention is indicated in the resolutions section below.

Proxy Form

To use if you will **NOT** be attending the Annual Meeting and have **NOT** returned a Postal Vote, but wish to appoint a proxy to attend the Annual Meeting and vote on your behalf. 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 **Z Energy** and entitled to attend and vote

hereby appoint or failing him/her

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Shareholders of Z Energy to be held at 2:00pm on Wednesday 1 July 2015, and at any adjournment of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

Voting Instructions

RESOLUTIONS	TICK (✓) BOX TO RECORD YOUR VOTE			
	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That KPMG be appointed as the auditor of Z Energy Limited to: a) hold office from the conclusion of this meeting until the conclusion of Z Energy Limited's next annual meeting of shareholders; and b) audit Z Energy Limited's group financial statements for the financial year ending 31 March 2016.				
2. That the Board be authorised to fix the fees and expenses of KPMG as auditor for the ensuing year.				
3. That Mr Alan Dunn be elected as a Director of Z Energy Limited.				
4. That Mr Paul Fowler be elected as a Director of Z Energy Limited.				

Signature(s) _____
All shareholders must sign

Contact details: _____ Signed this _____ day of _____ 2015
Daytime phone number

Email address: _____

☐ Please tick here if you would like to receive all your Z Energy investor communications electronically – please provide your email address above.

Notes

Postal Vote

1. A shareholder of Z Energy who is entitled to attend and vote is 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.
2. You can cast your postal vote online or by other methods in accordance with the instructions below.
3. If you return your postal vote without indicating how you wish to vote, or your indication on how you wish 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 been appointed, it will be deemed to be a postal vote.

Proxy Appointment

6. A shareholder of Z Energy who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of Z Energy. Any corporation that is a shareholder of Z Energy may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.
7. If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If a shareholder does not tick any boxes or the shareholder's direction on how the proxy is to vote is unclear (in the proxy holder's sole discretion) in respect of a resolution then the direction is to abstain.
8. If you tick the "Proxy Discretion" box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the "Abstain" box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.
9. The Chairman of the Meeting or any Director is willing to act as proxy for any shareholder who appoints him/her for that purpose. If you tick the "Proxy Discretion" box for a particular resolution, your proxy will decide how to vote that resolution. However, if your proxy is precluded from voting (for example, because he or she has an interest in the outcome of the resolution), then they will not be able to vote on that resolution on your behalf. The Chairman and Directors intend to vote all discretionary proxies in favour of resolutions 1 to 4, except that the Directors standing for election or re-election will abstain from voting discretionary proxies in respect of their own appointment.
10. If you are joint holders of shares and wish to appoint a proxy, each of you must sign this form. If the shareholder is a company, this form must be signed on behalf of the company by a person acting under the company's express or implied authority.

General

11. For a postal vote or proxy appointment to be valid a properly completed and signed form must be received by our share registrar, Link Market Services Limited, not less than 48 hours before the commencement of the meeting, that is **not later than 2:00pm on Monday 29 June 2015**. Voting entitlements will be determined based on registered shareholdings at that time.
12. If this form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by Z Energy or Link Market Services) and a signed certificate of non-revocation of the POA must be produced to the company with this form. If a copy of the POA is not provided or Z Energy or Link Market Services does not have a copy, then Z Energy may not be able to accept your postal vote or proxy.
13. If you intend to attend the meeting and vote please bring this form intact to the meeting as your admission card. The barcode is required for registration purposes. Your voting card will be handed to you when registering at the meeting.
14. If you have any questions about how to complete this form or vote, please call the Link Market Services Limited Investor Helpline between 8.30am and 5.00pm on +64 9 375 5998 or email meetings@linkmarketservices.co.nz

Please complete your postal voting form or proxy form online, or return it in the following ways so that, in each case, the form is received by Link Market Services by no later than 2.00pm on Monday, 29 June 2015:

Online:	To appoint your proxy or complete a Postal Vote online, please visit the following website: vote.linkmarketservices.com/ZEL Enter the required validation details to complete your vote.
Mail:	If mailing from in New Zealand, please place in the reply paid envelope provided. If mailing from outside New Zealand please place in the pre-addressed envelope, affix the postage from the country of mailing and post to Link Market Services, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand.
Deliver:	Link Market Services, Level 7, Zurich House, 21 Queen Street, Auckland, New Zealand
Fax:	+ 64 9 375 5990
Scan & email:	meetings@linkmarketservices.co.nz (please put the words " Z Proxy Form " in the subject line for easy identification)