

HEARTLAND BANK LIMITED 2018 ANNUAL MEETING



Waipuna Hotel & Conference Centre, Mt Wellington, Auckland
10.00am Wednesday 19 September 2018

HOW TO LODGE YOUR POSTAL VOTE/PROXY APPOINTMENT:

Online: <https://investorcentre.linkmarketservices.co.nz/voting/HBL>
Email: meetings@linkmarketservices.co.nz
Mail: Use the enclosed reply paid envelope or send to:
Link Market Services Limited
PO Box 91976, Auckland 1142, New Zealand
Deliver: Link Market Services Limited
Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010
Fax: +64 9 375 5990

Scan this QR Code with your
smartphone and vote online

ADMISSION CARD

If you are attending the meeting, keep this form intact and bring it to the meeting for registration purposes.

If you are not attending the meeting, but wish to make a postal vote or appoint a proxy, you can do so online or by completing and returning this form to Link Market Services Limited. It must be received by no later than 10am on 17 September 2018.

SIGNING THIS FORM

If your shares are held by:

- (a) an individual, this form must be signed by the individual (or his or her duly authorised attorney);
- (b) a company, this form must be signed by a duly authorised signatory of the company (including a director);
- (c) a trust, this form should be signed as above by at least one trustee in accordance with the relevant trust deed (in accordance with (a) or (b) above, as applicable if the trustee is an individual or a company);
- (d) a partnership, this form should be signed by at least one partner in accordance with the rules governing the partnership (in accordance with (a) or (b) above, as applicable if the partner is an individual or a company); or
- (e) joint shareholders, this form should be signed by at least one joint shareholder (or as otherwise required by the arrangements between the joint shareholders) in accordance with the relevant method for that joint shareholder set out above.

If this form is completed by an attorney or representative, a copy of the power of attorney or letter of appointment of representative (unless previously provided), must accompany this form together with a completed certificate of non-revocation of authority.

POSTAL VOTING

If you are entitled to vote at the meeting, you may cast a postal vote by ticking the Postal Vote box, completing the Resolutions section and signing and returning this form. Alternatively, you can cast your postal vote online.

If you return a postal vote without indicating how you wish to vote on a resolution, you will be deemed to have abstained from voting on that resolution. If you lodge a postal vote and also appoint a proxy, your postal vote will take priority over your proxy appointment.

APPOINTING A PROXY

If you are entitled to vote at the meeting, you may appoint a proxy by completing the Appointment of Proxy and Resolutions sections and signing and returning this form. Alternatively, you can appoint a proxy online. If you return this form without appointing a proxy, it will be treated as a postal vote.

A Proxy does not have to be a Heartland Bank shareholder. If your Proxy does not attend the meeting, your vote will not be counted (unless you have cast a postal vote before the meeting).

If you appoint a proxy to vote on your behalf and tick the "Proxy's Discretion" box for a resolution, or do not direct your proxy how to vote on a resolution, your proxy will vote as he/she sees fit on that resolution. If you wish, you may appoint the Chair of the meeting as your proxy. To do so, please write "Chair of the meeting" in the Appointment of Proxy section. The Chair will vote according to your instructions. If the Chair is not instructed how to vote, he will vote as he thinks fit.

POSTAL VOTE

COMPLETE THIS SECTION IF YOU WILL NOT ATTEND THE MEETING BUT WISH TO CAST A POSTAL VOTE OR DIRECT YOUR PROXY HOW TO VOTE AT THE MEETING

I/We wish to vote by Postal Vote (please tick the box).

APPOINTMENT OF PROXY

COMPLETE THIS SECTION IF YOU WILL NOT ATTEND THE MEETING BUT WISH TO APPOINT SOMEONE TO ATTEND ON YOUR BEHALF

I/We being a shareholder/s of Heartland Bank hereby appoint:

Full name _____ of _____

as my/our proxy (or representative, if a body corporate) to attend the meeting on my/our behalf and any adjournment of the meeting and to vote on my/our behalf at the meeting and any adjournment of the meeting in accordance with my/our directions below.

RESOLUTIONS

Cast a postal vote, or instruct a proxy to vote, by placing a tick (✓) in the relevant box.

If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's Discretion". Proxy's discretion is not applicable for a postal vote.

	For	Against	Proxy's Discretion	Abstain
1. That the Restructure (details of which are set out in the Scheme Booklet) is approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That John Harvey, who retires by rotation and is eligible for re-election, be re-elected as a director of Heartland Bank.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Graham Kennedy, who retires by rotation and is eligible for re-election, be re-elected as a director of Heartland Bank.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Vanessa Stoddart, who retires by rotation and is eligible for re-election, be re-elected as a director of Heartland Bank.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the Board be authorised to fix the remuneration of the auditor, KPMG, for the following year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE OF SHAREHOLDER(S)

Signature(s) of shareholder(s)

Signature(s) of shareholder(s)

Signature(s) of shareholder(s)

_____/_____/2018

Date of signing

Day time contact phone no.

ELECTRONIC INVESTOR COMMUNICATION

If you received the Notice of Meeting and this form by mail and would like to receive all future shareholder communications electronically (by email) where possible, please write your email address below

Email _____