Mercury

SAMPLE ONLY

Lodge your postal vote or proxy

Online
www.investorvote.co.nz

By Mail
Computershare Investor Services
Private Bag 92119, Auckland 1142, New Zealand

By Fax
+64 9 488 8787

For all enquiries contact

+64 9 488 8777

By Email
corporateactions@computershare.co.nz

The Annual Shareholders' Meeting of Mercury NZ Limited will be held on **Tuesday 7 November 2017 at 10.30am at the Vodafone Events Centre, 770 Great South Road, Manukau, New Zealand.**

Voting/Proxy Form

www.investorvote.co.nz
Lodge your proxy online, (24/7 access) by 10.30am on 5 November 2017

Your secure access information

Control Number:

CSN/Securityholder Number:

To vote online you will need the above Control Number, your CSN/Securityholder Number and postcode/or country of residence if you reside outside of New Zealand.

Smartphone?
Scan the QR code to vote now.

For your vote to be effective by postal vote or proxy, the Voting/Proxy Form must be received **by 10.30am on 5 November 2017**

VOTING

You are entitled to one vote for every fully paid share in Mercury NZ Limited held as at 5pm on Friday 3 November 2017. Voting at the meeting will occur by way of a poll. The Chair will demand a poll at the start of the meeting.

HOW TO VOTE

If you propose to attend the meeting, please bring this Voting/Proxy Form intact to the meeting so we can scan the barcode to register you.

If you propose not to attend the meeting but wish to vote by postal vote or appoint a proxy, please complete and post this form or complete either process online.

If you cast a postal vote, you may also appoint a proxy to attend the meeting on your behalf by completing the YES box under the heading "Other Matters" in Step 1 overleaf.

Please read the instructions below before completing this form.

Postal Vote (refer to Step 1 overleaf)
As a shareholder entitled to 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 meeting. You can cast your postal vote online or by other methods in accordance with the instructions below.

If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.

Appointment of Proxy (refer to Steps 1 & 2 overleaf)
A shareholder entitled to attend and vote at the Annual Shareholders' Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of them. A proxy need not be a shareholder. If you direct your proxy how to vote, the person you appoint as your proxy will be entitled to attend the meeting to represent your interests and must be present at the meeting for your vote to be counted. Should the shareholder/s wish to direct the proxy how to vote, the boxes overleaf should be completed. If you mark the "Proxy Discretion" box for any resolution, you are directing your proxy to vote as they think fit.

You may appoint the Chair of the meeting or any director as your proxy.

To appoint the Chair or a director, enter "the Chair" or the director's name in the space allocated in "Step 2" of this form. The Chair of the meeting and the directors intend to vote proxies marked "Proxy Discretion" in favour of the resolutions. If you appoint the Chair or any director as your proxy, and you mark the "Proxy Discretion" box, you acknowledge that they may exercise your proxy even if they have an interest in the outcome of the resolutions.

If your named proxy does not attend the meeting or you have ticked the "Proxy Discretion" box but not named a proxy, you will be deemed to have appointed the Chair of the meeting as your proxy. The Chair will vote in accordance with your voting instructions as indicated on your Voting/Proxy Form.

SIGNING INSTRUCTIONS

Individual
Where a shareholder is an individual, this Voting/Proxy Form must be signed by the shareholder or his or her duly authorised attorney.

Companies
Where a shareholder is a company, this Voting/Proxy Form must be signed by a duly authorised attorney or officer.

Trusts
Where a shareholder is a trust, this Voting/Proxy Form should be signed as above by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, depending upon whether the trustee is an individual or a company).

Partnerships
Where a shareholder is a partnership, this Voting/Proxy Form should be signed as above by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, depending upon whether the partner is an individual or a company).

Joint Shareholders
At least one joint shareholder should sign this Voting/Proxy Form (on behalf of all joint shareholders). In the case of joint shareholders, if the shareholders appoint different voting proxies, the vote of the proxy appointed by the shareholder named first in the share register will be counted.

Power of Attorney
If this Voting/Proxy Form is completed by an attorney, the power of attorney or a certified copy must, if not previously produced to Mercury NZ Limited, accompany the Voting/Proxy Form together with a completed certificate of non-revocation of authority.

Body Corporate
A body corporate shareholder may appoint a representative on its behalf in the same manner as if it were appointing a proxy, provided that the Chair of the meeting, the Board, or the persons checking the entitlement of people to attend the meeting, shall waive any time limit for prior notice in respect of a corporation in favour of a person who at the meeting can produce reasonable evidence of their authority to represent the corporation.

>>TURN OVER TO COMPLETE THE FORM TO VOTE

>> STEP 1: VOTING INSTRUCTIONS/VOTING PAPER

(For postal and proxy voting – tick one box only in respect of each resolution)

Cast a postal vote, or instruct a proxy to vote, by placing a tick in the relevant box. If you are appointing a proxy and want them to decide how to vote on the resolution, please mark the box "Proxy's Discretion".
Proxy's discretion is not applicable in the case of a postal vote.

Resolutions	For	Against	Abstain	Proxy's Discretion
1. To re-elect Andy Lark as a director	☐	☐	☐	☐
2. To re-elect Patrick Strange as a director	☐	☐	☐	☐
3. To elect Scott St John as a director	☐	☐	☐	☐
4. To revoke the current constitution and adopt a new constitution	☐	☐	☐	☐

Other Matters	No	Yes
I wish to appoint a proxy to attend the meeting on my behalf	☐	☐

>> STEP 2: APPOINTMENT OF A PROXY

(To use if you will not submit this form as a postal vote and will not attend the meeting but wish to appoint someone to represent you and vote on your behalf at the meeting).

If you mark any of the PROXY DISCRETION or YES boxes above you must also appoint
a proxy. If you mark FOR, AGAINST or ABSTAIN boxes, your vote will be counted as a postal vote. In addition to casting a postal vote, you may also appoint a proxy to attend the meeting on your behalf by selecting YES above. This may be the Chair of the meeting or any director if you so wish.

I/We

the above named shareholder/shareholders of Mercury NZ Limited

hereby appoint: ______________________ of ______________________

(full name of proxy) (full address) *Note: Leave blank if appointing the Chair or a director as your proxy*

Or failing that person ______________________ of ______________________

(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf as directed above and on any other matter to be put to the Annual Shareholders' Meeting of Mercury NZ Limited to be held on Tuesday 7 November 2017, 10.30am and at any adjournment or postponement of this meeting.

>> SIGNATURE OF SHAREHOLDER(S) THIS SECTION MUST BE COMPLETED

Shareholder 1	Shareholder 2	Shareholder 3

Contact Name ______________________ Daytime Telephone ______________________ Date ______________

ATTENDANCE SLIP

Mercury

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