




Lodge your proxy

 **Online**
www.investorvote.co.nz

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

 **By Fax**
+64 9 488 8787

For all enquiries contact

 +64 9 488 8777

 corporateactions@computershare.co.nz

Admission Card

If you wish to attend the Trustpower Special Meeting on Friday 9 September 2016 at 10:00am at Trinity Wharf Tauranga, 51 Dive Crescent, Tauranga, please bring this form INTACT to the meeting as your admission card to assist registration.

Proxy/Voting Form/Admission Card



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by Computershare by 10:00am on Wednesday 7 September 2016.

Appointment of Proxy

1. A shareholder of the Company 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 the company. You can appoint a proxy online or by completing and returning this proxy form by mail, fax, or email in accordance with the instructions set out in this form.
2. The Chairman of the meeting, Paul Morton Ridley-Smith of Wellington, is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. Under the NZX Listing Rules, the directors of Trustpower Limited and their Associated Persons (as defined in NZX Listing Rules) are disqualified from voting in favour of Resolution 2. Paul Ridley-Smith, the Chairman of Trustpower Limited, is accordingly prohibited from voting in favour of Resolution 2. If you wish to appoint him (in his capacity as Chairman of the meeting) as your proxy for the meeting, please direct how you wish him to vote on Resolution 2, otherwise he will not be entitled to exercise your proxy in respect of that resolution. If you wish to appoint Paul Ridley-Smith as your proxy for the meeting, and give him discretion as to how to vote on Resolution 1, he intends to vote any proxies he exercises in favour of that resolution.

Voting of your holding

Please direct your proxy to vote by marking the appropriate box on the form:

- if you tick the FOR box you are directing your proxy to cast your vote in favour of the resolution;
- if you tick the AGAINST box you are directing your proxy to cast your vote against the resolution.
- if you tick the PROXY DISCRETION box you are directing your proxy to make the decision about how to cast your vote for that resolution;
- if you tick the ABSTAIN box you are directing your proxy not to cast the vote on your behalf for that particular resolution;
- if you correctly appoint a proxy and either do not tick any, or only tick some (but not all) of the voting boxes, this will be counted as a tick in the ABSTAIN box for any resolutions for which you have not ticked a box.

Electronic Voting

You can appoint a proxy to cast your vote electronically by accessing InvestorVote (www.investorvote.co.nz) in accordance with the above instructions. Use this option if you will NOT be attending the Meeting and wish to lodge your proxy electronically. Do not return this form if you have lodged your proxy using InvestorVote.

Signing Instructions for Postal Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

Joint holders must all sign this form.

Power of Attorney

When the form of proxy is signed by an attorney, the Power of Attorney under which it is signed, if not previously produced to the Company, must accompany the proxy form.

Companies

A proxy granted by a company must be signed by a duly authorised officer or attorney.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/shareholders of Trustpower Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the **Special Meeting of the Company to be held at Trinity Wharf Tauranga, 51 Dive Crescent, Tauranga on Friday, 9 September 2016 at 10:00am** and at any adjournment thereof; and to vote on any resolution to amend a resolution, on any resolution so amended and on any other resolution proposed.

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Instruct your proxy to vote by placing an "X" in the relevant box. If you want him or her to decide how to vote on the resolution, please mark the box "Proxy Discretion". If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Special Business

1. Special Resolution - Demerger

That the Demerger and the financing arrangements are approved.

2. Ordinary Resolution - Director Remuneration

That the sum of up to \$150,000 be paid to the Trustpower Board, in respect of the additional work undertaken by the Trustpower Board in respect of the Demerger Proposal.

	For	Against	Proxy Discretion	Abstain
1. Special Resolution - Demerger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary Resolution - Director Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Special Meeting of the Company to be held at Trinity Wharf Tauranga, 51 Dive Crescent, Tauranga on Friday 9 September 2016 at 10:00am.