

SAMPLE ONLY

Lodge your postal vote or proxy



Online
www.investorvote.co.nz



By Mail
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The 2021 Annual Shareholders' Meeting of Mercury NZ Limited (Mercury) will be held online on **Thursday 23 September 2021 at 10am (NZ time)**. For reasons associated with the COVID-19 pandemic, it will be held as a virtual meeting only through the Computershare Meeting Platform <http://meetnow.global/nz>. Shareholders can attend and vote at the meeting online in accordance with the instructions below and as set out in the Virtual Meeting Guide. If you propose not to attend the meeting, but wish to appoint a proxy, please complete this form in accordance with the instructions below.



www.investorvote.co.nz

Lodge your proxy online, (24/7 access) by 10am (NZ time) on Tuesday 21 September 2021

Smartphone?

Scan the QR code to vote now.



Your secure access information

Control Number:

CSN/Securityholder Number:

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

To be effective as a postal vote or proxy, the Voting/Proxy Form must be received by 10am (NZ time) on 21 September 2021.

VOTING

You are entitled to one vote for every fully paid share you hold in Mercury at 5pm (NZ time) on Tuesday 21 September 2021. Voting at the meeting will be by way of a poll (which the Chair of the meeting will call at the start of the meeting). You may cast a postal vote or appoint a proxy to vote on your behalf.

Because of the COVID-19 pandemic, we will be holding the meeting online (virtually) only. We apologise for this, but due to the changing nature of Alert Level restrictions in place across New Zealand and to the potential risks to the health of meeting attendees we believe this is prudent.

VOTING RESTRICTIONS

In accordance with the NZX Listing Rules, each director and all Associated Persons of each director (as that term is defined in the NZX Listing Rules) is disqualified from casting a vote on resolution 4, other than where the vote is cast by a director or an Associated Person of a director as proxy for a person who is entitled to vote, in accordance with express directions on this Voting/Proxy Form to vote for or against the resolution. Any votes otherwise cast on resolution 4 by a director or an Associated Person of a director will be disregarded by Mercury.

HOW TO VOTE

Attending the Meeting virtually

If you propose to attend the meeting, please read the enclosed Virtual Meeting Guide before the meeting. You can participate in the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Mercury meeting and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and enter your CSN/Securityholder Number and post code (or country of residence if outside of New Zealand). By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari, Edge or Firefox to access the meeting. Please ensure your browser is compatible.

To vote by postal vote or appoint a proxy instead, please either complete the process online or return this form. Please read the instructions below before completing this form.

Postal Vote (refer to Step 1 overleaf)

The Company Secretary has been authorised by the Board to receive and count postal votes at the meeting.

If you return your postal vote without indicating how you wish to vote on a resolution, you'll be treated as not voting on that resolution.

Appointment of Proxy (refer to Steps 1 & 2 overleaf)

You may appoint a proxy (or, in the case of a corporate shareholder, a representative) to attend on your behalf. A proxy does not need to be a Mercury shareholder. You may direct the proxy on how to vote on some or all resolutions or leave a decision, some decisions or all decisions to the proxy's discretion – do this by ticking the 'Proxy Discretion' box.

Any votes where you have directed the proxy by ticking the 'For', 'Against' or 'Abstain' boxes will be counted as postal votes, so you don't need to worry if your proxy is unable to make it to the meeting.

You may appoint the Chair of the meeting or any director as your proxy. To do this, 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 will vote for resolutions marked 'Proxy's Discretion', even if they have an interest in the outcome of the resolution (other than in respect of resolution 4, to which voting restrictions apply).

If you have ticked the 'Proxy's Discretion' box and your named proxy does not attend the meeting or you haven't named a proxy, the Chair of the meeting will act as your proxy. As noted above, the Chair will vote for those resolutions (other than in respect of resolution 4, to which voting restrictions apply).

HOW TO SIGN

Individual

Where a shareholder is an individual, this Voting/Proxy Form must be signed by you or someone you authorise to sign for you.

Companies

Where a shareholder is a company, this Voting/Proxy Form must be signed by a director or someone the company authorises to sign for it.

Trusts

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

Partnerships

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

Joint Shareholders

At least one joint shareholder should sign this Voting/Proxy Form (on behalf of all joint shareholders). If a joint shareholder votes differently from another joint shareholder, the vote of 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, unless already provided to Mercury, accompany the Voting/Proxy Form together with a completed certificate of non-revocation of authority.

Body Corporate

Where a body corporate is appointing a representative to act on its behalf, pre-registration will not be required. Instead it will be sufficient for the appointed person to produce reasonable evidence at the meeting of his or her authority to represent the body corporate, as well as a completed copy of this Voting/Proxy Form.

> TURN OVER TO COMPLETE THE FORM TO VOTE

> STEP 1: VOTING INSTRUCTIONS/VOTING PAPER

Cast a postal vote, or instruct your proxy to vote, by placing a tick in the relevant box. Tick one box only in respect of each resolution. If you are appointing a proxy and want your proxy to decide how to vote on a resolution, please mark the box 'Proxy's Discretion'. Each director stands for election and re-election with the unanimous support of the Board.

Resolutions	For	Against	Abstain	Proxy's Discretion
1. To elect Dennis Barnes as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Prue Flacks as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mike Taitoko as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To increase the total pool of directors' fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

> STEP 2: APPOINTMENT OF A PROXY

If you mark any of the boxes above 'Proxy's Discretion', you must also appoint a proxy (although if you have marked 'For', 'Against' or 'Abstain', these will be counted as postal votes whether or not your proxy attends the meeting). Even if you cast a postal vote, you may also appoint a proxy to attend the virtual meeting on your behalf by filling out this section. You can choose the Chair of the meeting or any director to be your proxy.

I/We

the above named shareholder/shareholders of Mercury NZ Limited

hereby appoint: _____
(full name of proxy)

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

(email) Note: Leave blank if appointing the Chair or a director as your proxy

(phone number) Note: Leave blank if appointing the Chair or a director as your proxy

Or failing that person _____
(full name of proxy)

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

(email) Note: Leave blank if appointing the Chair or a director as your proxy

(phone number) Note: Leave blank if appointing the Chair or a director as your proxy

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 to be held online on Thursday 23 September 2021, 10am and at any adjournment or postponement of this meeting.

If your proxy is not the Chair or a director and you do not provide contact details for your proxy, we cannot guarantee that your proxy will be virtually admitted to the meeting.

> SIGNATURE OF SHAREHOLDER(S)

THIS SECTION MUST BE COMPLETED

Shareholder 1

Shareholder 2

Shareholder 3

Contact Name _____ Daytime Phone _____ Date _____

Shareholders can still join the Annual Shareholders' Meeting online, even if they have appointed a proxy, although they will be unable to vote if a proxy has been appointed.

