

# HEARTLAND

New Zealand Limited

*NZX Release*

14 October 2013

## **HNZ Notice of Annual Meeting**

The Annual Meeting of Heartland New Zealand Limited (Heartland) (NZX:HNZ) will be held at Addington Events Centre, 75 Jack Hinton Drive, Christchurch on Friday 1 November 2013 commencing at 3pm.

The Notice of Meeting and form containing the Admission Card, Postal Voting Form, Proxy Form and Voting Instructions, are attached.

-Ends-

For additional information contact  
Anna-Lisa Strain  
Company Secretary  
+ 649 927 9151

### Proxies and Representatives

If you are entitled to attend and vote at the Meeting, you may appoint a Proxy to attend in person and vote on your behalf. You should instruct your Proxy how to vote on the enclosed form or, if appointing a Proxy online, by completing the online voting instructions. A body corporate may appoint a representative to attend the Meeting on its behalf in the same manner as it would appoint a Proxy (including giving instructions as to how the representative should vote). Your Proxy does not need to be a shareholder of the Company. Your Proxy appointment must be received by the Company's share registrar, Link Market Services Limited, no later than **3pm on Wednesday 30 October 2013**, 48 hours before the Meeting.

**You can return your completed form in any of the following ways.**

- Post to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand
- Hand deliver to Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland 1010
- Fax to +64 9 375 5990
- Scan and email to [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) (Please put the words "HNZ shareholder meeting" in the subject line)

### Online Postal Voting or Appointing a Proxy

You can submit your postal vote or appoint a Proxy (and give that Proxy your voting instructions) online at <https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx>

You will be required for security purposes to enter your CSN/Holder Number and FIN to complete your online postal vote or Proxy appointment.

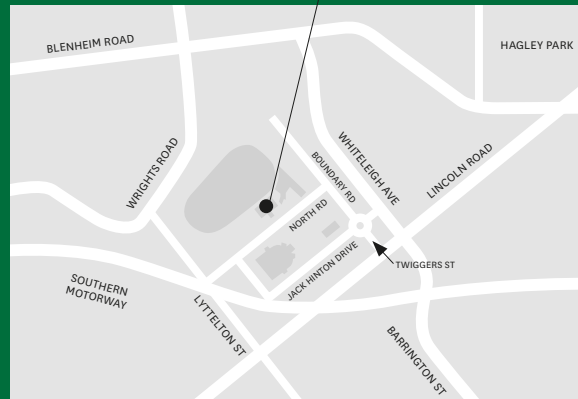
# HEARTLAND

New Zealand Limited

## Venue Details

The Annual Meeting of Heartland New Zealand Limited will be held at Addington Events Centre, 75 Jack Hinton Drive, Christchurch on Friday 1 November 2013 commencing at 3pm.

HEARTLAND NEW ZEALAND LIMITED  
ANNUAL MEETING  
Legends Lounge  
3rd Floor, Metropolitan Stand



[www.heartland.co.nz](http://www.heartland.co.nz)

## Notice of Annual Meeting

Friday 1 November 2013

Addington Events Centre, 75 Jack Hinton Drive, Christchurch  
commencing at 3pm.



# HEARTLAND

New Zealand Limited

## Agenda

### 1. Addresses

By the Chairman and Managing Director.

### 2. Annual Report

To receive and consider the Annual Report for the year ended 30 June 2013.

### 3. Election of Directors

To consider and, if agreed, pass the following resolutions as ordinary resolutions (each as a separate ordinary resolution):

*That Gary Leech be re-elected as a director of the Company.*

*That Christopher Mace be re-elected as a director of the Company.*

*That Greg Tomlinson be re-elected as a director of the Company.*

(See Explanatory Notes for profiles.)

### 4. Auditor

To record the automatic reappointment of KPMG as the Company's auditor and, if agreed, pass the following resolution as an ordinary resolution:

*That the Directors are authorised to fix the auditor's remuneration.*

### 5. Other Business

To consider any other matters that may properly be brought before the Meeting.

Following the formal part of the Meeting, the Directors invite shareholders to join them for light refreshments.

By order of the Board

#### Anna-Lisa Strain

Company Secretary  
Auckland, New Zealand

14 October 2013

## Explanatory Notes

### 3. Election of Directors – Explanatory Notes

In accordance with the Company's Constitution, Gary Leech and Christopher Mace retire by rotation and, being eligible, offer themselves for re-election.

NZSX Listing Rule 3.3.6 requires that any person who is appointed as a director by the Directors shall retire from office at the next annual meeting, but shall be eligible for election at that meeting. Greg Tomlinson was appointed as a director of the Company by the Board on 18 March 2013. Accordingly, he will retire from office at the Meeting and, being eligible, offers himself for re-election.

The Board has determined that Gary Leech and Christopher Mace would qualify as independent directors.



#### Gary Leech BCom, FCA, AF Inst D, FNZTA

Gary has 40 years' experience as a chartered accountant, and was the Chairman of the Board of CBS Canterbury leading up to the merger with MARAC Finance Limited and Southern Cross Building Society. Gary is a Fellow of The Institute of Chartered Accountants, an Accredited Fellow of the Institute of Directors and a Fellow of the New Zealand Trustees Association.



#### Christopher Mace CNZM

Chris is an Auckland based businessman and company director with experience in the New Zealand and Australian business environment. He holds a number of directorships and was a director of Southern Cross Building Society leading up to the merger with MARAC Finance Limited and CBS Canterbury.



#### Gregory Tomlinson AME, IoD

Greg is a Christchurch based businessman and investor with experience in a variety of New Zealand industries. One of the original pioneers of the mussel industry in Marlborough, he has also established, and held directorships on the boards of, a number of New Zealand based businesses, including a private equity company focusing on investment opportunities within New Zealand.

### 4. Auditor – Explanatory Notes

It is intended that KPMG will be automatically reappointed as the Company's auditor under section 200 of the Companies Act 1993. The Company proposes that the Directors be authorised by way of ordinary resolution to fix KPMG's remuneration as auditor for the following year for the purposes of section 197 of the Companies Act 1993.

## Procedural Notes

### Annual Meeting and Voting

The resolutions required for agenda items 3 and 4 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting.

If your name is entered in the share register as at 5pm on the record date, Wednesday 30 October 2013, you are entitled to one vote for each resolution put to the Meeting. If a vote is held by way of a poll, you will be entitled to one vote for every fully paid share in the Company held as at the record date. You will be advised at the Meeting if a vote is to be held by way of poll.

Your right to vote may be exercised by:

- (a) Attending and voting in person
- (b) Submitting a postal vote
- (c) Appointing a Proxy (or representative) to attend in person and vote in your place

If you intend to attend and vote in person at the Meeting, please bring the enclosed form, which will act as your admission card, to the Meeting.

### How to cast your Postal Vote or appoint a Proxy

If you are entitled to vote at the Meeting, you may cast your postal vote or appoint a Proxy to attend the Meeting and vote on your behalf either online or by completing and returning the enclosed form. Further details on how to cast your postal vote or appoint your Proxy (and give that Proxy your voting instructions) are set out below.

### Postal Voting

If you are entitled to attend and vote at the Meeting, you may cast a postal vote instead of attending in person or appointing a Proxy to attend on your behalf. Anna-Lisa Strain, as the Company Secretary, has been authorised by the Board to receive and count postal votes at the Meeting. A postal vote must be received by the Company's share registrar, Link Market Services Limited, no later than **3pm on Wednesday 30 October 2013**, 48 hours before the Meeting. Details on how to return your postal vote are given overleaf.

ANNUAL MEETING OF SHAREHOLDERS OF  
HEARTLAND NEW ZEALAND LIMITED (HEARTLAND)

**HEARTLAND**  
New Zealand Limited

Addington Events Centre, Legends Lounge, 3rd Floor, Metropolitan Stand, 75 Jack Hinton Drive, Christchurch  
on Friday 1 November 2013 commencing at 3pm.

ADMISSION CARD

**If you propose to ATTEND the Annual Meeting (Meeting), please keep this form intact.** Please bring this form to the Meeting as the barcode is required for registration purposes.

**If you DO NOT propose to ATTEND the Meeting but wish to either vote by postal vote or appoint a Proxy,** please complete and return this form or complete either process online. Please do not appoint a Proxy if you are submitting a postal vote. Please read the instructions overleaf for further details.

POSTAL VOTING FORM TO USE IF YOU WILL NOT ATTEND THE MEETING AND ARE NOT SUBMITTING YOUR POSTAL VOTE ONLINE  
OR APPOINTING A PROXY

This completed form must be received by Heartland's share registrar, Link Market Services Limited, no later than **3pm on 30 October 2013.**

☐ I/We wish to vote by postal vote (please tick the box). Complete your vote in the voting instructions section below.

PROXY FORM TO USE IF YOU WILL NOT ATTEND THE MEETING AND ARE NOT SUBMITTING A POSTAL VOTE

A body corporate appointing a representative to attend on its behalf should also complete this section. This completed form must be received by Heartland's share registrar, Link Market Services Limited, no later than **3pm on 30 October 2013.**

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

Full name \_\_\_\_\_ of \_\_\_\_\_  
or, failing him/her:

Full name \_\_\_\_\_ of \_\_\_\_\_

as my/our Proxy (or representative, if a body corporate) to exercise my/our vote in accordance with my/our voting instructions at the Meeting of the shareholders of Heartland to be held at 3pm on Friday 1 November 2013 and at any adjournment of that Meeting, and to vote as my/our Proxy (or representative, if a body corporate) thinks fit on any of the resolutions below or on any other resolution proposed at the Meeting (or any adjournment) so as to give effect to my/our intentions as set out below if possible.

VOTING INSTRUCTIONS TO USE TO CAST YOUR POSTAL VOTE OR INSTRUCT YOUR PROXY/REPRESENTATIVE HOW TO VOTE

If shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder.

✓ Tick in box to vote

Resolution	For	Against	Discretion (Proxy/ representative only)	Abstain
1. That Gary Leech be re-elected as a director.				
2. That Christopher Mace be re-elected as a director.				
3. That Gregory Tomlinson be re-elected as a director.				
4. That the Directors are authorised to fix the auditor's remuneration.				

Signed the \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature(s) of shareholder(s) \_\_\_\_\_

Day time contact phone no. \_\_\_\_\_

# GUIDELINES FOR SUBMITTING A POSTAL VOTE OR APPOINTING A PROXY AND GIVING VOTING INSTRUCTIONS

## POSTAL VOTING

1. If you are entitled to vote at the Meeting you may cast a postal vote. Anna-Lisa Strain, as the Company Secretary, has been authorised by the Board to receive and count postal votes at the Meeting.
2. **You can cast your postal vote online** at <https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx>
3. 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.
4. If you complete the postal vote section and also appoint a Proxy, your postal vote will take priority over your Proxy appointment.
5. To be valid, this completed form must be received by Heartland's share registrar, Link Market Services Limited, no later than **3pm on 30 October 2013**, as explained below.

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## APPOINTING A PROXY

6. A Proxy does not have to be a Heartland shareholder.
7. **You can appoint your Proxy online** at <https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx>
8. If shares in Heartland are held by:
  - (a) an individual, this form must be signed by the individual appointing the Proxy or his or her duly authorised attorney
  - (b) a company, this form must be signed by a duly authorised attorney or officer appointing the Proxy
  - (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)
  - (e) joint shareholders, at least one joint shareholder must sign this form on behalf of all joint shareholders in accordance with the above
9. If this form is completed by an attorney or representative, the power of attorney or letter of appointment of representative, or a certified copy must, if not previously produced to Heartland, accompany this form together with a completed certificate of non-revocation of authority.
10. To be valid, this completed form (and any document evidencing the authority of a representative or attorney to sign it) must be received by Heartland's share registrar, Link Market Services Limited, no later than **3pm on 30 October 2013**, as explained below.

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## PROXY VOTING INSTRUCTIONS

11. If you tick the "Discretion" box for a resolution, you are directing your Proxy to decide how to vote on your behalf. If you do not tick any boxes, your Proxy will vote as he/she sees fit.
12. If you appoint the Chairman or any Director as your Proxy, and you tick the "Discretion" box, you acknowledge that he/she may exercise your Proxy even if he/she has an interest in the outcome of the resolution.
13. If you appoint a Proxy, 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. If your Proxy does not attend the Meeting, your vote will not be counted.

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## YOU CAN RETURN YOUR COMPLETED FORM IN ANY OF THE FOLLOWING WAYS

<b>Online postal vote or appoint your Proxy online</b>	Go to the Link Market Services Limited website: <a href="https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx">https://investorcentre.linkmarketservices.co.nz/voting/HNZ.aspx</a> You will be required for security purposes to enter your CSN/Holder Number and FIN to complete your online postal vote or Proxy appointment (including instructing your Proxy how to vote).
<b>Mail</b>	If mailing within New Zealand please use the enclosed reply paid envelope.  If mailing from outside New Zealand please insert into an envelope and address it to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand. Please allow enough time and pay the appropriate postage to ensure delivery by <b>3pm on 30 October 2013</b> .
<b>Hand delivery</b>	Link Market Services Limited Level 7 Zurich House 21 Queen Street Auckland 1010
<b>Fax</b>	+64 9 375 5990
<b>Scan and email</b>	<a href="mailto:meetings@linkmarketservices.co.nz">meetings@linkmarketservices.co.nz</a> (please put the words "HNZ shareholder meeting" in the subject line)