



Lodge your proxy



Online
www.investorvote.co.nz



By Mail
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For all enquiries contact



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corporateactions@computershare.co.nz

Proxy/Voting Form



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 2:30pm, Sunday 25 October 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

Voting of Your Holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

Voting Exclusions for Resolution 3

In accordance with NZX Main Board Listing Rule 9.3.1, no non-executive director or their Associated Persons (as defined under the Listing Rules) can vote on such ordinary resolutions, unless casting votes under an express proxy of a person who is not disqualified from voting.

In accordance with the ASX Listing Rule 10.17, the Company will disregard any votes cast on the resolution by any director or any associate (as defined in the ASX Listing Rules) of the director.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Signing Instructions for Postal Forms

Individual

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

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a director jointly with another director, or a sole director can also sign alone. Please sign in the appropriate place and indicate the office held.

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/Voting Form

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a securityholder/s of Metlifecare Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Shareholders of Metlifecare Limited (Company) which will be held at Top of the Park, Level 5, Alexandra Park Function Centre, Greenlane West Road, Epsom, Auckland, New Zealand on Tuesday 27 October 2015, commencing at 2.30pm (New Zealand time)** and at any adjournment of that meeting and to vote on any resolution to amend any of the resolutions, on any resolution so amended and on any other resolution proposed at the meeting (or any adjournment).

STEP 2

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

Please note: 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.

Ordinary Resolutions

	For	Against	Abstain	Proxy Discretion
1. To re-elect retiring director, Chris Aiken.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect retiring director, Noeline Whitehead.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise an increase in the maximum aggregate remuneration payable to all non-executive directors of the Company from \$600,000 (plus GST if any) per annum to \$690,000 (plus GST if any) per annum. Voting exclusions on this resolution are set out under the heading "Voting Exclusions" on the previous page.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the directors to fix the fees and expenses of the auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

	For	Against	Abstain	Proxy Discretion
5. To approve amendments to Metlifecare Limited's Constitution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Items 1 to 4 above are ordinary resolutions and are required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions. Item 5 above is a special resolution and is required to be passed by a majority of at least 75% of the valid votes cast on the resolution by the shareholders entitled to vote and voting on the resolution.

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



Annual Meeting of Shareholders of Metlifecare Limited will be held at Top of the Park, Level 5, Alexandra Park Function Centre, Greenlane West Road, Epsom, Auckland, New Zealand on Tuesday 27 October 2015, commencing at 2.30pm (New Zealand time).