

Lodge your postal vote or 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





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corporateactions@computershare.co.nz

Proxy/Voting Form

 <p>www.investorvote.co.nz Lodge your vote or appoint a proxy, 24 hours a day, 7 days a week:</p>	<p>Smartphone? Scan the QR code to vote now.</p>
<p>Your secure access information</p> <p>Control Number: _____ CSN/Shareholder Number: _____</p> <p>PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge or appoint your proxy online.</p>	
	
<p>For your proxy to be effective it must be received by 2:00pm on Saturday, 21 April 2018</p>	

Notes

1. Appointment of Proxy:

As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote in your place. A proxy need not be a shareholder of the Company. You may, if you wish, appoint "The Chairman of the Meeting" as your Proxy. The Chairman intends to vote any undirected proxies held by him in favour of resolutions 1, 2(a), 2(b), 2(c) and 2(d). The Chairman is disqualified from voting on an undirected proxy in favour of resolution 3 (the resolution to increase the Director's fee pool). Joint holders must all sign the form if appointing a Proxy.

If you are a company you may appoint a proxy or you may appoint a representative to attend the meeting using this Form, signed on your behalf by a person authorised by resolution of your board. If this Form has been signed under a power of attorney a signed certificate of non-revocation of the power of attorney must be provided to the Company with this Form.

2. Postal Voting:

If you are unable or do not wish to attend the meeting or appoint a proxy or representative, you may cast a postal vote by completing and lodging this Form in accordance with the instructions below. Alternatively, you may cast your vote online at www.investorvote.co.nz.

3. Resolutions:

If you wish to instruct your Proxy how to vote, or if voting by post, please do so by placing a tick in the FOR, AGAINST or ABSTAIN box for each resolution upon which you wish to vote. If you wish the Proxy to vote or abstain from voting as he or she thinks fit, you must place a tick in the PROXY'S DISCRETION box.

If you do not mark any box in respect of a resolution, in the case of a postal vote you will be deemed to have abstained from voting on that resolution and in the case of an appointment of a Proxy you will be deemed to have given your Proxy discretion as to whether and how to vote on that resolution.

If a vote is required on any other matter at the meeting a Proxy may vote or abstain from voting on that matter on your behalf as he or she thinks fit.

To be valid, this Form must be deposited with the Company, by:

- Depositing it at the Registered Office of the Company;
- Online at www.investorvote.co.nz
- Delivering it to the Company's share registrar's office at Level 2, 159 Hurstmere Road, Takapuna, Auckland
- Posting it to the Company's share registrar's office in the supplied reply paid envelope; or
- Faxing it to the Company's share registrar at +64 9 488 8787

In each case it must be received at least 48 hours before the time for holding the meeting (that is, not later than 2.00pm on Saturday, 21 April 2018).

Go online to vote, or turn over to complete the form

Proxy/Voting Form

STEP 1 Postal Voting Form or Proxy Voting Instructions (if a Poll is called)

Please note: Please complete this section if you wish to appoint a proxy or representative or if you wish to vote by post or by fax. Tick the box that applies. Mark only ONE box in respect of each resolution.

Resolutions	For	Against	Proxy Discretion	Abstain
1. That Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as auditors to the Group, including The New Zealand Refinery Company Limited and its subsidiary, for the financial year ending 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) That Ms V C M Stoddart, who retires by rotation in accordance with clause 8.9 of the Constitution, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) That Mr M Tume, who retires by rotation in accordance with clause 8.9 of the Constitution, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) That Ms D C Boffa be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) That Mr L Jones be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the total amount of Directors' fees payable annually to all Directors taken together be increased with effect from the commencement of the current financial year by \$50,000 from \$850,000 to \$900,000, such sum to be divided among the Directors as the Directors from time to time deem appropriate.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2 Appoint a Proxy to Vote on Your Behalf

You may complete this Form if you are NOT attending the meeting and you wish to appoint a proxy or representative to attend in your place. You may complete only the Resolutions section of this Form if you wish to vote by post or by fax. **DO NOT** complete this Form if you are appointing a proxy online or you are voting online.

I/We the above named shareholder/shareholders of the "Company" **The New Zealand Refining Company Limited** hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy or representative to exercise my/our vote at the **Annual Meeting of Shareholders of the Company to be held at the South Stand Level 4 Lounge, Eden Park, Auckland on Monday, 23 April 2018 commencing at 2:00pm.**

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

Shareholder 1 Shareholder 2 Shareholder 3

or Sole Director/Director or Director (if more than one)

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Shareholders of the Company to be held at the South Stand Level 4 Lounge, Eden Park, Auckland on Monday, 23 April 2018 commencing at 2:00pm.