



LODGE YOUR PROXY

Online

vote.linkmarketservices.com/ATM

Scan & Email

meetings@linkmarketservices.co.nz

Fax

+64 9 375 5990

Deliver in person

Link Market Services Limited,
Level 11, Deloitte Centre
80 Queen Street, Auckland 1010

Mail

Use the enclosed envelope or
address to:

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

**SCAN THIS QR CODE WITH YOUR SMARTPHONE AND
VOTE ONLINE**



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM FOR THE 2019 ANNUAL MEETING

The Annual Meeting of The a2 Milk Company Limited ("a2MC" or the "Company") will be held on **Tuesday, 19 November 2019 at 10:30 am New Zealand time** at Generator, 12 Madden Street, Wynyard Quarter, Auckland, New Zealand. Shareholders are also able to attend and vote at the Annual Meeting online via the Link Market Services Virtual Annual Meeting platform. More information regarding virtual attendance of the Annual Meeting and voting at the virtual Annual Meeting is available in the Virtual Annual Meeting Online Portal Guide which will be filed on the ASX and NZX market announcement platforms and be available on the Company's website at <https://thea2milkcompany.com/market-announcements/>.

If you propose NOT to attend the Annual Meeting, whether in person or virtually via the online platform, but wish to vote by postal vote or appoint a proxy please complete and return all pages of this form to Link Market Services no later than **10:30am New Zealand time on Sunday, 17 November 2019** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment or Postal Voting can also be completed **online**. Please read the instructions below before completing this form. Please do not appoint a proxy if you are voting by postal vote.

POSTAL VOTE

As a shareholder entitled to vote at the Annual Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods noted above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast, and your proxy appointment will not be counted. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or a proxy appointment, it will be deemed to be a postal vote.

APPOINTMENT OF PROXY

A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend and vote at the Annual Meeting instead of him/her. A proxy need not be a shareholder of a2MC. Any corporation that is a shareholder of a2MC may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

Appointing the Chair of the Meeting or a director as your proxy

If you wish, you may appoint the Chair of the Annual Meeting as your proxy. To do so, please write "Chair of the Meeting" on the line following the words "hereby appoint" in the section on the next page entitled "appoint a proxy to vote on your behalf". The Chair will vote according to your instructions. If the Chair is not

instructed how to vote, he intends to vote in favour of each resolution. If you return this form without directing the proxy how to vote on any particular resolution the proxy will exercise the proxy's discretion as to whether to vote and, if so, how to vote.

ATTENDING THE MEETING

If you propose to attend the Annual Meeting please bring this Proxy Form (with all pages intact) to the meeting, the barcode on the front page is required for registration at the meeting.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

This Proxy Form must be signed by the shareholder or his/ her/ its attorney duly authorised in writing.

Joint holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of the attorney under which the Proxy Form is signed, must be produced to the Company with this Proxy Form.

Company

This Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to vote.linkmarketservices.com/ATM to vote or turn over to complete the Postal Vote/Proxy Form

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box).

My voting intention is indicated in the section below entitled "Items of Business – Voting Instructions".

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of The a2 Milk Company Limited

Hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of shareholders of The a2 Milk Company Limited to be held at 10:30am New Zealand time on Tuesday, 19 November 2019 and, simultaneously, to be held virtually via an online platform and at any adjournment of that meeting. Please indicate with a tick in the appropriate boxes below how you wish your proxy to vote. If you wish, you may appoint the "Chair of the Meeting" as your proxy.

STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

ORDINARY BUSINESS

For Tick (✓) in box to vote
Against Proxy
 Discretion Abstain

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- | | | | | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. That the Directors of the Company be authorised to fix the fees and expenses of the Company's auditor, Ernst & Young, for the ensuing year. | ☐ | ☐ | ☐ | ☐ |
| 2. That Pip Greenwood, who was appointed a Director of the Company by the Board during the year, and who will retire at the meeting in accordance with the Company's constitution, be elected as a Director of the Company. | ☐ | ☐ | ☐ | ☐ |

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

- | | | | | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 3. That the existing Company constitution be revoked and the new constitution, in the form presented at the Annual Meeting and referred to in the explanatory notes of the notice of meeting under the heading "Item 4 – Adoption of New Constitution (Resolution 3)", be adopted as the constitution of the Company with effect from the close of the meeting. | ☐ | ☐ | ☐ | ☐ |
|---|--------------------------|--------------------------|--------------------------|--------------------------|

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting (either in person or via the virtual Annual Meeting) will have the opportunity to ask questions during the Annual Meeting. If you cannot attend the Annual Meeting and choose not to participate in the virtual Annual Meeting but would like to ask a question, or if you are attending and would like to ask a question in advance, you can submit such question by: (1) email to meetings@linkmarketservices.co.nz; or (2) online by going to vote.linkmarketservices.com/ATM and completing the online validation process; or (3) completing the question section below and returning it to Link Market Services. Questions will need to be submitted by **5.00pm New Zealand time on Friday, 15 November 2019**. The Board will endeavour to address all appropriate questions at the Annual Meeting.

Question:

SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed.

Security holder 1

Security holder 2

Security holder 3

Contact Name _____

Daytime Telephone _____

Date _____

Electronic Investor Communication:

If you received the Notice of Meeting & proxy by mail and you wish to receive your future communications by email, please provide your email address below: