



**SPECIAL MEETING: SHAREHOLDER'S PROXY AND POSTAL VOTING FORM**

If you propose to attend the meeting please bring this Proxy/ Voting Form intact to the meeting, as the barcode will assist in your registration. If you propose not to attend the meeting but wish to vote by postal vote or, appoint a proxy please complete and post this form or complete either process online. Please do not appoint a proxy if you are voting by Postal Vote. Please read the instructions before completing this form.

**VOTING BY POSTAL VOTE:** (To use if you will not attend the meeting and are not submitting your postal vote online)

**I/we wish to vote by postal vote (please v).** My/our voting intention is indicated in the resolution section below.  
**(If you choose this option please do not complete the proxy section below)**

**PROXY APPOINTMENT** (Only complete this section if you will not attend the meeting but wish someone to represent you and vote on your behalf and have not sent a postal vote):

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

*(Full name of proxy)*

of

*(Full address of proxy)*

or failing him/her

*(Full name of proxy)*

of

*(Full address of proxy)*

As my/our proxy to vote for me/us on my/our behalf at the Special Shareholders' Meeting of the Company to be held at Deloitte Centre, 80 Queen St, Auckland City on Tuesday, 27 January 2015, commencing at 2pm and at any adjournment thereof.

**RESOLUTION (FOR POSTAL AND PROXY VOTING)**

Cast a Postal Vote, or instruct a proxy to vote, by placing a tick in the relevant box.

Special Resolution	Please vote with a v			Proxy's Discretion
	For	Against	Abstain	
That:				
(a) the existing constitution of the Company be revoked;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) a new constitution of the Company be adopted, such new constitution being in the form presented to the meeting and which has been approved by NZX and complies with the NZX Main Board Listing Rules; and				
(c) the revocation of the existing constitution and the adoption of the new constitution under paragraphs (a) and (b) immediately above be effective from the conclusion of the meeting.				

Tick only one box in respect of the resolution. If none of the boxes above are ticked then I/we provide my/our proxy to exercise his/her/their discretion as to whether to vote for or against or abstain from voting for the resolution. If no proxy form is received by the Company within 48 hours of the commencement of the meeting (**being no later than 2pm on 25 January 2015**) then in the absence of the relevant shareholders attending the meeting the votes attaching to such shares will not be voted at the meeting.

\_\_\_\_\_  
*Signature of Shareholder(s)*

Dated: \_\_\_\_\_ 2015

Contact phone number: \_\_\_\_\_

Please contact Link Market Services should you have any question on how to complete your proxy on +64 9 375 5998

## NOTES ON THE COMPLETION OF YOUR POSTAL VOTE OR PROXY APPOINTMENT & VOTE

### Postal Vote

1. As a shareholder entitled to vote at the Special Meeting you are entitled to vote by postal vote.
2. You can cast your postal vote online or by other methods in accordance with the instructions below.
3. If you return your postal vote without indicating on the resolution how you wish to vote, you will be deemed to have abstained from voting on the resolution.
4. If you complete the postal vote section and also appoint a proxy your postal vote will take priority over the proxy appointment.
5. If you return this form without appointing a proxy or voting by postal vote, you will have deemed to have voted by postal vote

### Proxy Appointment

6. A shareholder entitled to attend and vote at the Special Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. A proxy appointment may be completed online as detailed below.
7. You can appoint your proxy online or by other methods in accordance with the instructions below.
8. If this Proxy has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy.
9. If you wish, you may appoint the Chairman of the Meeting as your proxy. To do so, please write "Chairman of the meeting" in the box marked "full name of Proxy". The Chairman will vote according to your instructions. If the Chairman is not instructed how to vote he will vote as he thinks fit.
10. If you return this form without directing the proxy how to vote on the resolution the proxy will exercise the proxy's discretion as to whether to vote and, if so, how.

### General

11. For your postal vote or proxy appointment to be valid you must return this form completed and signed to be received by our share registrar, Link Market Services, no later than 2pm on 25 January 2015. Instructions on how to return this form, or how to vote online are noted in the section below.

### PLEASE COMPLETE YOUR POSTAL VOTING FORM OR PROXY FORM ONLINE OR DELIVER IT TO LINK MARKET SERVICES, IN ONE OF THE FOLLOWING WAYS:

<b>Online:</b>	To cast a postal vote or appoint a proxy online please go to the Link Market Services website: <a href="https://investorcentre.linkmarketservices.co.nz/voting/ATM">https://investorcentre.linkmarketservices.co.nz/voting/ATM</a>  You will be required to enter your CSN/Holder number and FIN and follow the prompts. To exercise a postal vote or appoint a proxy, elect your preferred voting method when prompted.
<b>Mail:</b>	If mailing a Postal Vote or Proxy Form in New Zealand please place in reply paid envelope or if mailing outside New Zealand please place in the pre-addressed envelope, affix the postage from the country of mailing and post to Link Market Services, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand.
<b>Fax:</b>	+64 9 375 5990
<b>Scan &amp; email:</b>	meetings@linkmarketservices.co.nz (please put the words "ATM Proxy / Postal Vote Form" in the subject line for easy identification)