

# VOTING CARD

For New Zealand Oil & Gas Ltd

Special Meeting of Shareholders at 9.00AM on Friday, 16 December 2016.

At the Te Puni Room, Wharewaka, Odins Square, 109 Jervois Quay, Wellington.

**For your vote to be effective, unless you attend the meeting in person, your appointment of proxy or representative or your postal vote must be received by 9.00AM on Wednesday, 14 December 2016.**

## Voting Instructions

You may cast your vote in one of three ways:

### BY PERSONALLY ATTENDING THE SPECIAL MEETING

If you plan to attend the Special Meeting, please bring this Voting Card with you.

### BY POSTAL VOTE [ONLINE OR BY POST, EMAIL OR FAX]

If you wish to cast a postal vote, please complete the Postal Voting Form overleaf, sign in the space provided and return it either by post, email (as a scanned attachment) or fax to the relevant address below. Alternatively you can cast a postal vote by visiting the website below or scanning the QR code (you need to have already downloaded a free QR reader). It is not necessary to also appoint a proxy.

Computershare Investor Services Ltd has been authorised by the Board to receive and count postal votes at the meeting.

### BY APPOINTING A PROXY TO ATTEND THE MEETING

If you wish to appoint a proxy, please do this online by visiting the website below or complete the Proxy/Corporate Representative Form overleaf, sign in the space provided and return it either by post, email (as a scanned attachment) or fax to the relevant address below. The Chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose.

If you select a proxy to vote on your behalf (including the Chairman), and you either (i) confer on the proxy a discretion on the Proxy Form or (ii) do not provide any instructions on the Proxy Form about how the proxy should vote, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting. In so doing, you acknowledge that the proxy may exercise your right to vote even if he or she has an interest in the outcome of the Resolution(s) that does not disqualify him or her from voting under NZX Main Board/ Debt Market Listing Rules.

## Signing Instructions for Postal Voting and Proxy/Corporate Representative Form

### INDIVIDUAL

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

### JOINT HOLDING

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

### POWER OF ATTORNEY

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

### COMPANIES

This form must be signed by a Director jointly with another Director, or a Sole Director may sign alone. Please sign in the appropriate place and indicate the office held.

**Go online to vote or appoint your proxy, or turn over to complete the form.**

[WWW.INVESTORVOTE.CO.NZ](http://WWW.INVESTORVOTE.CO.NZ)

Appoint or vote online, 24 hours a day,

7 days a week:



### YOUR SECURE ACCESS INFORMATION

Control Number:

CSN/Shareholder Number:

**PLEASE NOTE:** You will need your CSN/Shareholder Number and Postcode to vote or appoint your proxy online\*

For your vote to be effective your proxy or postal vote must be received by 9:00AM Wednesday, 14 December 2016.

\* If a resident outside New Zealand, in order to appoint your proxy online you will need your CSN/Shareholder number and select your Country of Residence

## Lodge your vote or appoint a proxy

ONLINE: [www.investorvote.co.nz](http://www.investorvote.co.nz)

BY EMAIL: [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

BY POST: Computershare Investor Services Limited

Private Bag 92119

Auckland 1142

New Zealand

BY FAX: +64 9 488 8787

FOR ALL OTHER ENQUIRIES CONTACT: +64 9 488 8777

# PROXY/CORPORATE REPRESENTATIVE/POSTAL VOTING FORM



## STEP 1 Appoint a Proxy to Vote on Your Behalf.

Please complete this section if you are NOT attending the meeting and wish to appoint a proxy or representative to attend in your place. DO NOT complete this section if you are appointing a proxy online or voting by postal vote (online, or by email, post, or fax).

I/We being a shareholder/s of New Zealand Oil & Gas Ltd

hereby appoint ..... of .....

or failing him/her ..... of .....

as my/our proxy or representative to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the Special Meeting of New Zealand Oil & Gas Ltd to be held at the Te Puni Room, Wharewaka, Odins Square, 109 Jervois Quay, Wellington at 9.00AM on Friday, 16 December 2016 and at any adjournment of that meeting.

## STEP 2 Items of Business

### Postal Voting Form or Proxy Voting Instructions or Ballot Paper (if a poll is called)

Please complete this section if you have appointed a proxy or representative and wish to instruct him/her on voting.

Or please complete if you are NOT attending the meeting and are NOT appointing a proxy or representative to attend in your place, and you wish to vote by postal vote (email, post, or fax). Do NOT complete this section if you are voting online or appointing a proxy or representative online.

Please note: If you mark the Abstain box for an item, you are directing your proxy or representative 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.

	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
<b>Resolution 1:</b> Approval of Kupe Sale Transaction [ordinary resolution] THAT, subject to Resolution 2 being passed, the Kupe Sale Transaction, as described in the Explanatory Notes contained in the Notice of Special Meeting, be approved for the purposes of rule 9.2.1 of the NZX Main Board/Debt Market Listing Rules.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> Approval of Kupe Sale Transaction [special resolution] THAT, subject to Resolution 1 being passed, the Kupe Sale Transaction, as described in the Explanatory Notes contained in the Notice of Special Meeting, be approved for the purposes of section 129 of the Companies Act 1993, rule 9.1.1[b] of the NZX Main Board/Debt Market Listing Rules and all other purposes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3 Signature of Securityholder(s) This section must be completed

<input type="text"/>	<input type="text"/>	<input type="text"/>
Security Holder/Sole Director/Director	Joint Security Holder/Director	Joint Security Holder

If you wish to attend, please bring this card, separate the bottom section and hand it in at registration.

The proxy voting instructions/ballot paper are for use in the event of a ballot in the meeting.

Contact Name ..... Contact Daytime Phone ..... Date .....

### Attendance Slip

Special Meeting of New Zealand Oil & Gas Limited to be held at the Te Puni Room, Wharewaka, Odins Square, 109 Jervois Quay, Wellington at 9.00AM on Friday, 16 December 2016