

# NZ WINDFARMS LIMITED – SPECIAL MEETING PROXY FORM / ADMISSION CARD



Tuesday 6 April 2010, commencing at 4.00 pm.  
Hobson Room, 3rd Floor, Alexandra Park Function Centre,  
Alexandra Park Raceway, Greenlane Road West, Auckland, New Zealand

«Reg\_Line\_1»  
«Reg\_Line\_2»  
«Reg\_Line\_3»  
«Reg\_Line\_4»  
«Reg\_Line\_5»  
«Reg\_Line\_6»

CSN / Holder Number: «Holding\_No»

\*«Barcode»\*

## PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Special Meeting please bring this Admission Card / Proxy Form intact to the Meeting as the barcode is required for registration at the meeting.

## PROXY FORM (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

If you DO NOT propose to ATTEND the Special Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by NZ Windfarms Limited's share registry, Link Market Services, no later than 4.00 pm on Sunday, 4 April 2010.

The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you wish to appoint the Chairperson, please insert "The Chairperson of the Meeting" in the box below.

I/We being a shareholder(s) of NZ Windfarms Limited:

Hereby appoint  of

Or failing that person  of   
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held on Tuesday, 6 April 2010 at 4.00 pm and at any adjournment of that meeting.

## VOTING INSTRUCTIONS

Ordinary Business:		Tick (✓) in box to vote			
This form is to be used to vote as follows on the following resolution:					
Resolutions:		For	Against	Abstain	Discretion
1.	That the Company issue a maximum of 83,754,768 New Shares to Vector Limited pursuant to the Rights Issue and any underwriting commitment obtained from Vector Limited in relation to the Rights Issue at an issue price of \$0.15 per New Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolution to amend any of the resolution, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature / s \_\_\_\_\_  
*All shareholders must sign*

Contact name  Daytime contact number:

## NOTES:

- 1 A shareholder entitled to attend and vote 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 of NZ Windfarms Limited. A shareholder may appoint Vector or an "associated person" (as defined in the Listing Rules) of Vector ("Disqualified Person") as his/her proxy to vote in relation to the shares held by that shareholder. However, where a shareholder appoints a Disqualified Person as his/her proxy, and leaves the "for" and "against" and "abstain" boxes blank, or completes the "discretion" box, that shareholder's vote will not be able to be exercised by the Disqualified Person. This is because Listing Rule 9.3.3 prohibits a Disqualified Person from exercising discretionary proxies.
- 2 This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the corporate shareholder, or an attorney duly authorised by the corporate shareholder.
- 3 This Proxy Form (and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public, together with a duly executed certificate of non-revocation) must be lodged or mailed so as to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than 4.00 pm on Sunday, 4 April 2010. Please note that 4 April 2010 is Easter Sunday. As New Zealand Post generally does not process or deliver mail between Good Friday (2 April) and Easter Monday (5 April), shareholders wishing to send their proxy forms by post are strongly encouraged to post their completed forms before Thursday 1 April 2010.
- 4 If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.
- 5 If you have any questions regarding your voting please call the Link Market Services helpline on +64 3 308 8887 or +64 9 375 5998.

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## PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:

- Mail:** If mailing your Proxy Form from within New Zealand, please use the reply-paid envelope provided
- If mailing your Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 384, Ashburton 7740, New Zealand and affix the necessary postage from the country of mailing
- Please note that 4 April 2010 is Easter Sunday. As New Zealand Post generally does not process or deliver mail between Good Friday (2 April) and Easter Monday (5 April), shareholders wishing to send their proxy forms by post are strongly encouraged to post their completed forms before Thursday 1 April 2010
- Deliver:** Link Market Services Limited, 138 Tancred Street, Ashburton 7700
- Fax:** +64 3 308 1311 or +64 9 375 5990
- Scan and email:** [Lmsenquiries@linkmarketservices.com](mailto:Lmsenquiries@linkmarketservices.com)  
(please put the words "NZ Windfarms Proxy Form" in the subject line for easy identification)
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