

Proxy Form

Chief Financial Officer
Rangatira Limited
P O Box 804
Wellington 6140
New Zealand

I/We _____

being a member/members of Rangatira Limited, hereby appoint either the Chair of the Meeting (tick if yes)

Or _____

as my/our proxy to attend/vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on the 31st day of July 2017 at 4.30 pm, and at any adjournment thereof.

Should you wish to direct the Proxy how to vote, please indicate with a tick in the appropriate boxes below. Unless otherwise indicated, the Proxy will vote as he or she thinks fit.

To consider and, if approved,

In favour Against Abstain*

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 1. To adopt the Report of the Directors and Audited Financial Statements for the year ended 31 March 2017. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To elect, as a director, Richard Wilks who retires in accordance with the constitution and being eligible, offers himself for re-election. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| To elect, as a director, Keith Gibson who retires in accordance with the constitution and being eligible, offers himself for re-election. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To reappoint, as auditor, KPMG until the conclusion of the 81 st Annual Meeting of the Company and to authorise the Board of Directors to fix the auditor's remuneration for the ensuing year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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In favour Against Abstain*

4. To pass an ordinary resolution under clause 17.1 of the constitution authorising total ordinary directors' remuneration to be increased from \$NZ440,000 to \$NZ 506,000 for the year ending 31 March 2018 and subsequent years until otherwise determined by shareholders in a general meeting.

5. To pass the following resolution in accordance with clause 4 of the Takeovers Code (Class Exemption) Notice (No 2) 2001:

That the acquisition by Rangatira Limited (Rangatira) of up to an aggregate of 600,000 A shares and 600,000 B shares from Shareholders of Rangatira, on the terms and conditions more fully explained in the explanatory notes accompanying this notice of meeting, be approved.

** If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.*

Signed this _____ day of _____ 2017

Shareholder(s) signature(s)

Please return as soon as possible, but no later than 4.30 pm Wednesday 26th July 2017, by

Email to: accounts@rangatira.co.nz

or Mail to: **PO Box 804, Wellington, 6140**

NOTE

Voting: Only "A" Shareholders are entitled to vote on all matters at the Annual Meeting

Proxies: Only "A" shareholders are entitled to appoint a proxy to attend and vote on their behalf.