

ANNUAL MEETING PROXY FORM / ADMISSION CARD



To be held at 3.00pm on Monday, 30 November 2015 at The Langham, 83 Symonds Street, Auckland 1010.

CSN/Holder Number:

PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Annual Meeting please bring this Admission Card / Proxy Form intact to the Meeting as the shareholder details on this form are required for registration at the meeting.

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

If you DO NOT propose to ATTEND the Annual Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Mercer Group Limited's share registry, Link Market Services, no later than 3.00pm on Saturday, 28 November 2015. 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 Mercer Group Limited:

Hereby appoint of
(full name of proxy) (full address)

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 Annual Meeting of the Company to be held on Monday, 30 November 2015 at 3.00pm and at any adjournment of that meeting.

VOTING INSTRUCTIONS

Ordinary Business: This form is to be used to vote as follows on the following resolutions:		Tick (✓) in box to vote			
		For	Against	Abstain	Discretion
1.	That the Board of Directors be authorised to fix the auditor's fees and expenses for the coming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That John Dennehy be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Richard Rookes be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That the granting of options to John Dennehy or his nominee to subscribe for up to 7,571,429 ordinary shares in the Company on the terms and conditions described in the explanatory notes to this Notice of Meeting be authorized and approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	That the granting of options to Richard Rookes or his nominee to subscribe for up to 10,857,143 ordinary shares in the Company on the terms and conditions described in the explanatory notes to this Notice of Meeting be authorized and approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2015

Signature / s _____

All shareholders must sign

Contact name Daytime contact number:

NOTES:

- 1 This Proxy Form must be completed and returned to Link Market Services Limited (address details set out below) no later than 3:00pm on 28 November 2015 for your proxy to be effective.
- 2 A shareholder entitled to attend and vote at the Annual 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.
- 3 The Chairman of the Meeting is willing to act as proxy if shareholders wish to appoint him. The Chairman will vote according to your instructions. The Chairman and the Directors intend to vote all discretionary proxies in favour of the relevant resolution.
- 4 If you return this Proxy Form without directing the proxy how to vote on any particular matter, then your instruction will be to abstain. If you return this Proxy Form without appointing a proxy, your Proxy Form will be invalid.
- 5 If the 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 attorney must be produced with this Proxy Form.
- 6 Companies appointing a proxy must do so either under the signature of two directors, or produce an authority for noting by the company.
- 7 If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998 between 8.30am and 5.00pm or email meetings@linkmarketservices.co.nz

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

- Online:** Please go to the following website to appoint your proxy online:
<https://investorcentre.linkmarketservices.co.nz/voting/MGL>
You will need to enter your CSN/Holder number and FIN to securely access the website and then follow the prompts to appoint your proxy and, if desired, to provide voting instructions to your proxy.
- Mail:** If mailing Proxy Form from within New Zealand, please use the reply-paid envelope provided.

If mailing Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand and affix the necessary postage from the country of mailing.
- Deliver:** Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland 1010.
- Fax:** 09 375 5990
- Scan and email:** meetings@linkmarketservices.co.nz (please put the words "MGL Proxy Form" in the subject line for easy identification).