

27 September 2012

Dear Shareholder,

**2012 Annual General Meeting**

On behalf of the Directors of nib holdings limited (**nib**), I would like to invite you to the 2012 nib Annual General Meeting (**AGM**).

**Date:** Tuesday 30 October 2012  
**Time:** 1pm (Australian Eastern Daylight Time)  
**Venue:** The Westin  
No. 1 Martin Place  
Sydney NSW 2000

Enclosed is the Notice of Annual General Meeting setting out the business of the AGM (**Notice of Meeting**).

If you are attending the AGM, please bring this letter with you to facilitate registration and entry.

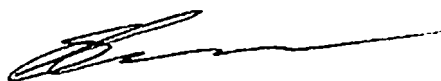
If you are unable to attend, I do encourage you to participate by completing a proxy form. This can be done online at [www.investorvote.com.au](http://www.investorvote.com.au) or alternatively you can complete and return the proxy form enclosed.

Further details regarding the proposed resolutions to be considered at the AGM are included in the Notice of Meeting.

Subject to the abstentions noted, all the Directors recommend that shareholders vote in favour of each of the resolutions.

The nib Board looks forward to seeing you at the 2012 AGM. If you are unable to attend, you can watch a webcast of the AGM live from 1pm Tuesday 30 October 2012 at [nib.com.au/shareholders](http://nib.com.au/shareholders). You can also view a webcast of the meeting from nib's head office, 22 Honeysuckle Drive, Newcastle, from 12.30pm on Tuesday 30 October 2012.

Yours sincerely,



**Steve Crane**  
Chairman

If you would like to view the 2012 nib Financial Report and Shareholder Review online visit [nib.com.au/shareholders/2012annualreport](http://nib.com.au/shareholders/2012annualreport)

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 664 316  
(outside Australia) +61 3 9415 4651

Alternatively you can email your enquiry to  
[nibsharegistry@computershare.com.au](mailto:nibsharegistry@computershare.com.au)

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 1pm (AEDT) on Sunday, 28 October 2012**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose subject to any voting exclusion. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the annual general meeting ("Meeting") and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each in Step 1 overleaf.

**A proxy need not be a shareholder of nib holdings limited ("nib").**

### Signing Instructions for Postal Forms

**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:** To sign under Power of Attorney, you must lodge a Power of Attorney with the registry. If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the holding is held by a company and the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for nib, please write them on the "Questions from Shareholders" form accompanying the Notice of Meeting.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

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

XX

I/We being a member/s of nib hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit subject to any voting exclusion) at the Meeting of nib to be held at The Westin, No. 1 Martin Place Sydney NSW 2000 on Tuesday, 30 October 2012 at 1pm (AEDT) and at any adjournment of that Meeting.

**Important for Items 2 and 4:** If the Chairman of the Meeting is your proxy or is appointed your proxy by default, and you do not direct your proxy how to vote on Items 2 and 4 in Step 2, you expressly authorise the Chairman of the Meeting to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a member of the key management personnel of the nib group, which includes the Chairman of the Meeting.

If you do not wish for your vote to be voted in this way, you should direct your proxy how to vote in Step 2.

**Important for Item 4:** If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote on Item 4, please place a mark in the box.

By marking the box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if Item 4 is connected directly or indirectly with the remuneration of a member of the key management personnel of the nib group or, he has an interest in the outcome of that item and that votes cast by the Chairman of the Meeting for that item other than as proxy holder will be disregarded because of that interest.

If you do not mark the box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in calculating the required majority if a poll is called on that item.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy 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.

### ORDINARY BUSINESS

	For	Against	Abstain
Item 2 That the Remuneration Report of the Company for the financial year ended 30 June 2012 (set out in the Directors' Report) is adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr Philip Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

	For	Against	Abstain
Item 4 Approval of participation in Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies able to be voted in favour of each item of business.

## SIGN Signature of Shareholder(s)

*This section must be completed.*

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_