

IF THIS FORM IS SIGNED UNDER POWER OF ATTORNEY, THE ATTORNEY(S) SIGNING MUST SIGN THE FOLLOWING CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY:

**CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY** (If attorney is an individual)

I,  of   
(Full name of attorney) (Place and country of residence, and occupation)

certify:  
 1. That by deed dated the  day of  /   
 of   
(Full name of person for whom attorney is signing) (Place and country of residence of person for whom attorney is signing)

appointed me his/her/its attorney.

2. That I have not received any notice of any event revoking the power of attorney.

Signed at  this  day of  2009

Signature of attorney .....

**NOTES AND INSTRUCTIONS FOR COMPLETION**

- EXECUTION:** Individuals and attorneys should sign and date this Acceptance Form where marked. Companies must sign in accordance with the Companies Act 1993 and their constitution (if any).
- METHOD OF PAYMENT:** You should select a method of payment. If you do not, or if you do not provide sufficient details to enable an electronic transfer to you (into a New Zealand bank account), you will be paid by cheque. Neither Abano nor Computershare Investor Services Limited has any responsibility to verify any such details.
- JOINT HOLDERS:** If your shares are registered in the names of joint holders, all holders must sign this Acceptance Form.
- POWER OF ATTORNEY:** If the Acceptance Form is signed under a power of attorney, the relevant power of attorney must be submitted with this Acceptance Form for noting and return (unless previously provided to Abano), and the relevant certificate of non-revocation of power of attorney forming part of this Acceptance Form must be completed.
- ON COMPLETION:** Place the signed Acceptance Form in the enclosed reply-paid envelope and post or deliver it to Abano at the address below, as soon as possible, but in any event so as to be received not later than 5.00pm on the closing date for the Offer.  

<b>Abano Healthcare Group Limited</b> c/- Computershare Investor Services Limited Private Bag 92119 Auckland 1142 New Zealand	OR	<b>Abano Healthcare Group Limited</b> c/- Computershare Investor Services Limited Level 2, 159 Hurstmere Road Takapuna North Shore City 0622 New Zealand
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- INTERPRETATION:** In this Acceptance Form, a reference to "you" is a reference to the registered shareholder(s) printed on this form and, accordingly, references to you in the singular shall include the plural. Capitalised terms used, but not defined, in this Acceptance Form have the meanings given to them in the Offer Document.

IF YOU ARE IN ANY DOUBT ABOUT THE PROCEDURE FOR ACCEPTANCES, PLEASE CALL COMPUTERSHARE INVESTOR SERVICES LIMITED ON +64 9 488 8777

**ABANO HEALTHCARE GROUP LIMITED  
ACCEPTANCE FORM FOR SHARE BUY-BACK**

CSN / Holder Number:

Number of ordinary shares held:  
(as at 5.00 pm on 1 December 2009)

**ACCEPTANCE OF OFFER**

This Acceptance Form is to be used to accept the offer (the "Offer") by Abano Healthcare Group Limited ("Abano") to acquire:

- 1 out of every 3 fully paid ordinary shares ("shares") registered in your name ("Pro Rata Offer") as at 5.00 pm on 1 December 2009 (the "Record Date");
- additional shares registered in your name on the Record Date that you request to sell (if any); and
- all of your remaining shares if, as a result of acceptance of the Pro Rata Offer and/or the sale of additional shares to Abano, you will hold less than a Minimum Holding under the NZSX Listing Rules (an "Unmarketable Parcel"),

at a price of \$5.93 per share in cash, in each case on the terms, and subject to the conditions, set out in the Offer Document dated 4 December 2009 and in this Acceptance Form.

**Important note for shareholders who wish to sell all of their shares**  
 If you wish to request that Abano acquire ALL of your shares, you need only tick Boxes 2 and 4, and then complete and return this Acceptance Form. Please note that there is no guarantee that Abano will acquire shares in excess of your pro rata entitlement (printed in Box 1).

**PRO RATA OFFER** (Complete if you wish to accept the Pro Rata Offer)

The maximum number of shares you are entitled to sell under the Pro Rata Offer (your pro rata entitlement) is printed in Box 1. 1

**ACCEPTANCE IN FULL:** If you wish to accept the Pro Rata Offer in respect of ALL of the shares printed in Box 1, please place a tick (V) in Box 2. 2

OR

**ACCEPTANCE IN PART:** If you wish to accept the Pro Rata Offer in respect of SOME but not all of the shares printed in Box 1, please write the number of shares that you wish to accept the Pro Rata Offer in respect of in Box 3. 3

**Note:** If the number of shares written in Box 3 equals or exceeds the number of shares you are entitled to sell under the Pro Rata Offer (as printed in Box 1), or if neither Box is completed but you have duly signed this Acceptance Form, you will be deemed to have accepted the Pro Rata Offer in full for all of the shares printed in Box 1.

**ADDITIONAL SHARES** (Complete if you wish to request that Abano acquires additional shares from you)

Please note that Abano is not required to acquire more shares than your pro rata entitlement (printed in Box 1). Your ability to sell additional shares in excess of this number will depend on the extent to which other shareholders accept the Pro Rata Offer. If Abano does acquire additional shares from you, your request may be subject to scaling (as described in the Offer Document).

**TO REQUEST TO SELL ALL SHARES:** If you wish to request that Abano acquire **ALL** of your remaining shares that you held on the Record Date (in excess of the number of shares printed in Box 1), please place a tick (✓) in Box 4.

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OR

**TO REQUEST TO SELL SOME SHARES:** If you wish to request that Abano acquire **SOME** but not all of your shares that you held on the Record Date (in excess of the number of shares printed in Box 1), please write the number of additional shares you wish to request to sell in Box 5.

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**Note:** If you have not indicated acceptance in full of the Pro Rata Offer, but have indicated in Box 4 or Box 5 that you request Abano to purchase additional shares, you will be deemed to have accepted the Pro Rata Offer in part or in full (as the case may be) and only shares in excess of your entitlement in Box 1 will be treated as a request that Abano acquire additional shares. If the number of additional shares specified in Box 5 (if any), when added to the number of shares printed in Box 1, exceeds the total number of shares held by you on the Record Date (as printed above under "Number of ordinary shares held"), then you will be deemed to have accepted the Pro Rata Offer in full and to have requested that Abano acquire from you the total number of shares held by you on the Record Date.

**UNMARKETABLE PARCEL** (Complete if you wish to sell an Unmarketable Parcel)

**TO SELL YOUR UNMARKETABLE PARCEL:** If you wish to sell your Unmarketable Parcel, please place a tick (✓) in Box 6.

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**Note:** If, as a result of your acceptance of the Pro Rata Offer and/or the sale of additional shares to Abano, you will hold less than a Minimum Holding (in terms of the NZSX Listing Rules) of 50 shares (defined, in the Offer Document and this Acceptance Form, as an "Unmarketable Parcel"), you may elect to sell your remaining shareholding to Abano. If you tick Box 6, you will be deemed to have accepted the Pro Rata Offer in full and to have requested that Abano acquire from you the total number of shares held by you on the Record Date. If, as a result of your acceptance of the Pro Rata Offer and/or the sale of additional shares to Abano ("sale shares") you are not left with an Unmarketable Parcel, Abano will not acquire further shares (in excess of your sale shares) from you under the Offer (regardless of whether or not you have ticked Box 6).

**METHOD OF PAYMENT** (Complete to select a method of payment)

Payment will be made by either electronic transfer directly into your New Zealand bank account, or by cheque. Please select a method of payment by ticking (✓) the appropriate box below. All payments will be made in New Zealand dollars.

If you do not select a method of payment, or the details that you provide are not sufficient to effect an electronic transfer into a New Zealand bank account, you will be paid by cheque.

Electronic payment into a New Zealand bank account will mean that you will receive your payment faster and in cleared funds. This is also Abano's preferred method of payment.

**ELECTRONIC TRANSFER:** If you select electronic transfer as your method of payment, payment will be made to the account for which we have existing details on record, unless you insert a different New Zealand bank account below. If no existing account details are printed below, or if they are incorrect, please insert your correct account information.

Account Details on Record:

Account Name:

Account Number:  -  -  -

Bank Name:

Branch and Address:

**CHEQUE:** If you select cheque as your method of payment, the cheque will be sent to the address we have on record for you.

**TERMS OF ACCEPTANCE AND POWER OF ATTORNEY**

By signing this Acceptance Form, you hereby:

- irrevocably agree to sell and transfer to Abano the shares in respect of which you have (or are deemed to have) accepted the Pro Rata Offer, additional shares that have (or are deemed to have) been specified in the Acceptance Form (subject to scaling), and (if applicable) your Unmarketable Parcel if you have ticked Box 6, in each case for \$5.93 per share, on the terms, and subject to the conditions, set out in the Offer Document and in this Acceptance Form;
- irrevocably authorise Abano and Computershare Investor Services Limited to use your CSN / Holder Number to effect a transfer of shares to Abano, on the basis contemplated by the Offer Document and this Acceptance Form;
- acknowledge that you have read and understood the Offer Document and this Acceptance Form and, without limitation to any other matter set out in the Offer Document or this form, you irrevocably undertake, represent and warrant to Abano on the basis set out in the Offer Document under the heading "Your obligations to Abano"; and
- irrevocably authorise and appoint Abano (with power of substitution by Abano in favour of such person(s) as Abano may appoint to act on its behalf) as your agent to act for you and do all matters of any kind or nature whatsoever in respect of or pertaining to the shares in respect of which you have accepted (or are deemed to have accepted) the Offer and all rights and benefits attaching to them as Abano may think proper and expedient and which you could lawfully do or cause to be done if personally acting as a legal or beneficial owner of the applicable shares (including the transfer of shares to Abano, and execution of all documents in your name(s) which Abano may consider necessary for any or all of the foregoing purposes).

**For the avoidance of doubt, by signing this Acceptance Form you are agreeing that you will continue to hold the shares for which you have accepted (or are deemed to have accepted) the Offer, until settlement of the Offer, and you are authorising Abano and Computershare Investor Services Limited to refuse to register transfers of those shares prior to settlement.**

**EXECUTION**

FOR AN INDIVIDUAL / JOINT SHAREHOLDERS / ATTORNEY	FOR A COMPANY / BODY CORPORATE
..... Your Signature(s) / Signature(s) of your Attorney(s)	..... Director / Authorised Signatory

Dated and signed the \_\_\_\_\_ day of \_\_\_\_\_ 2009