

LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/NZM

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010

Mail:

Use the enclosed reply paid
envelope or address to:
Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR NZME LIMITED 2021 ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting of NZME Limited (NZME) will be held at NZME iHeart Lounge, 2 Graham Street, Auckland 1010 and online via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/nzm21 on **Friday, 16 April 2021, commencing at 3:00pm** (New Zealand time).

The Annual Shareholders' Meeting will be conducted as a hybrid meeting. Shareholders who are not physically present will be able to participate virtually through the online portal. If you will be attending online, you will require your Holder Number for verification purposes.

If you propose NOT to attend the Annual Shareholders' Meeting, but wish to vote by postal vote or appoint a proxy, please complete and return the Postal Vote/Proxy Form to Link Market Services no later than **3:00pm on Wednesday, 14 April 2021**. Alternatively, proxy appointment or postal voting can be completed online by going to vote.linkmarketservices.com/NZM or by scanning the QR code above with your smartphone. Any Postal Vote/Proxy Form received or completed online after 3:00pm Wednesday, 14 April 2021 will not be valid for the Annual Shareholders' Meeting.

Postal Vote

As a shareholder entitled to vote at the Annual Shareholders' Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. Please do not appoint a proxy if you are voting by postal vote. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

Appointment of proxy

Any shareholder of NZME entitled to attend and vote at the Annual Shareholders' Meeting may appoint a proxy to attend and vote in the place of that shareholder. A proxy need not be a shareholder of NZME. The Chair of the meeting is willing to act as proxy for any shareholder who appoints her for that purpose. If you appoint the Chair of the meeting as proxy, but do not direct the Chair how to vote on a resolution, then the Chair of the meeting will vote your shares in favour of that resolution. To appoint the Chair as your proxy, please write "Chair of the Meeting" in the space marked "Full Name" on the Postal Vote/Proxy Form.

If, in appointing a proxy, you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may vote in accordance with your express direction. Shareholders that have appointed a proxy may still attend the Annual Shareholders' Meeting, but will not be able to vote as a proxy has been appointed.

Voting of your holding

If you appoint a proxy you may either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR give your proxy discretion to vote as he or she sees fit by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, or if you do not tick any box for a particular resolution, then the proxy may vote as he/she thinks fit or abstain from voting.

Attending the meeting

If you wish to vote in person, you should attend the Annual shareholders' Meeting. **Please bring this Proxy Form/Admission Card with you to the meeting** to assist with your registration.

A corporation which is a shareholder may appoint a representative to attend the Annual shareholders' Meeting on its behalf in the same manner as it could appoint a proxy.

Signing instructions for proxy forms

Individual Holding

Where the holding is in one name, the shareholder must sign this form.

Joint Holding

If you are joint holders of shares, either joint shareholder may sign this form.

Power of Attorney

If this form has been signed by an attorney, a copy of the power of attorney (unless it has already been deposited with Link Market Services Limited) and a signed certificate of non-revocation of the power of attorney must be returned to Link Market Services Limited.

Corporate Shareholder

If the shareholder is a company, this form must be signed on behalf of the company by a duly authorised person acting under the company's express or implied authority.

Go online to vote.linkmarketservices.com/NZM to vote or turn over to complete the Postal Vote/Proxy Form

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box).

My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We named above, being a shareholder of NZME Limited:

hereby appoint: _____ of _____
(Full Name) (Address)

or: _____ of _____
(Full Name) (Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of NZME Limited to be held on **Friday, 16 April 2021 commencing at 3:00pm** (New Zealand time), and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof).

STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Please note: For each resolution you must tick one box. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted in computing the required majority for that item. Proxy discretion is not applicable when voting by postal vote.

Resolutions

To consider and, if thought fit pass, the following ordinary resolutions:

		For	Against	Abstain	Proxy Discretion
		<i>Please indicate with a ✓</i>			
1.	That Carol Campbell, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.	☐	☐	☐	☐
2.	That David Gibson, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.	☐	☐	☐	☐
3.	That Guy Horrocks, who was appointed as a director by the Board after the last Annual Shareholders' Meeting with effect from 8 February 2021, be elected as a Director of NZME.	☐	☐	☐	☐
4.	That the Directors of NZME are authorised to fix the auditor's remuneration.	☐	☐	☐	☐

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting, physically or via the virtual meeting platform at www.virtualmeeting.co.nz/nzm21 will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/NZM and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 3:00pm on Wednesday, 14 April 2021. The Board will address and answer questions during the meeting.

Question:

STEP 4: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received this form by mail and wish to receive your future investor communications by email please provide your email address below.