

NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING



TO BE HELD 11 APRIL 2024 AT THE NZME
IHEART LOUNGE, 2 GRAHAM STREET,
AUCKLAND CENTRAL AND ONLINE AT
[VIRTUALMEETING.CO.NZ/NZM24](https://virtualmeeting.co.nz/nzm24)

**NZ
ME.**
NEW ZEALAND
MEDIA AND
ENTERTAINMENT

NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder,

NZME Limited (**NZME**) invites you to join in person or online its 2024 Annual Shareholders' Meeting (the **Annual Shareholders' Meeting** or the **meeting**).

Notice is hereby given that the meeting will be held at the **NZME iHeart Lounge, 2 Graham Street, Auckland Central, Auckland 1010** and online at virtualmeeting.co.nz/nzm24 on **Thursday 11 April 2024 commencing at 3:00pm**.

The Directors invite shareholders to join them for afternoon tea from 2:30pm.

IMPORTANT DATES AND TIMES

Latest time for receipt of proxy voting forms:
Tuesday 9 April 2024, 3:00pm

Vote-eligibility date for voting entitlements for the Annual Shareholders' Meeting:
Tuesday 9 April 2024, 5:00pm

Annual Shareholders' Meeting:
Thursday 11 April 2024, 3:00pm

All times are in New Zealand time.

AGENDA

- 1 Chairman's Address**
Barbara Chapman
- 2 Chief Executive Officer's Address**
Michael Boggs
- 3 Ordinary Resolutions**
To consider and, if thought fit, to pass the following ordinary resolutions:

Ordinary Resolution 1 **Re-election of Director Carol Campbell**

That Carol Campbell, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.

Please see explanatory notes for further information.

Ordinary Resolution 2 **Re-election of Director David Gibson**

That David Gibson, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.

Please see explanatory notes for further information.

Ordinary Resolution 3 **Re-election of Director Guy Horrocks**

That Guy Horrocks, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.

Please see explanatory notes for further information.

Ordinary Resolution 4 **Auditor's remuneration**

That the Directors of NZME be authorised to fix the fees and expenses of the auditor for the financial year ending 31 December 2024.

Please see explanatory notes for further information.

- 4 General Business**
To consider such other business that may be properly brought before the Annual Shareholders' Meeting.



On behalf of the Board

Barbara Chapman
Chairman
12 March 2024

EXPLANATORY NOTES



Ordinary Resolution 1: Re-election of Director Carol Campbell

NZME's constitution and the NZX Listing Rules require that a director does not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer.

Carol Campbell was last elected as a director of NZME by shareholders at NZME's 2021 Annual Shareholders' Meeting held on 16 April 2021, and being eligible, offers herself for re-election at the meeting. She has the full support of the NZME Board.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the NZME Board considers that Carol Campbell qualifies as an independent director.

Carol Campbell is a Chartered Accountant and Fellow of CAANZ, and Chartered member of the Institute of Directors. Carol was a partner at Ernst & Young for over 25 years and has been a professional director for the last 10 years. Carol has extensive financial experience and a sound understanding of efficient board governance and chairs NZME's Audit and Risk Committee.

Carol is chair of NZ Post Limited and a director of T&G Global Limited, Asset Plus Limited and Chubb Insurance Limited.



Ordinary Resolution 2: Re-election of Director David Gibson

NZME's constitution and the NZX Listing Rules require that a director does not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer.

David Gibson was last elected as a director of NZME by shareholders at NZME's 2021 Annual Shareholders' Meeting held on 16 April 2021, and being eligible, offers himself for re-election at the meeting. He has the full support of the NZME Board.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the NZME Board considers that David Gibson qualifies as an independent director.

David has over 20 years' investment banking experience, including as Co-Head of Investment Banking in New Zealand for Deutsche Bank and Deutsche Craigs where he completed a number of New Zealand's largest M&A and equity transactions, including within the media industry.

David is currently deputy chair of Goodman (NZ) Limited, a director of Freightways Group Limited, Rangatira Limited and has recently been appointed as a director of Contact Energy Limited.

David holds a Bachelor of Laws (Honours) and Bachelor of Commerce from the University of Canterbury.



Ordinary Resolution 3: Re-election of Director Guy Horrocks

NZME's constitution and the NZX Listing Rules require that a director does not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer.

Guy Horrocks was last elected as a director of NZME by shareholders at NZME's 2021 Annual Shareholders' Meeting held on 16 April 2021, and being eligible, offers himself for re-election at the meeting. He has the full support of the NZME Board.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the NZME Board considers that Guy Horrocks qualifies as an independent director.

Guy established himself as an early pioneer of the mobile app industry co-founding the world's first commercial iPhone app company in 2007, Polar Bear Farm.

EXPLANATORY NOTES

He went on to build his award winning mobile agency Carnival Labs, launching over 100 mobile apps and working with clients that included CNN, Time Magazine, Expedia, DreamWorks, HBO, Target, as well as NZ Herald.

Guy has since launched a real-time data warehouse called SOLVE and is also a director of New Zealand Mint Limited, New Zealand's only precious metal mint. Guy is an advisor to brand tracking startup Tracksuit Limited and Halter - a digital cow collar and app that helps farmers better manage their farms.

Ordinary Resolution 4: Auditor's Remuneration

The current auditor of NZME, PricewaterhouseCoopers, will automatically continue in office by virtue of section 207T of the Companies Act 1993. Under section 207S of the Companies Act 1993, an auditor's fees and expenses must be fixed in the manner determined at a shareholders' meeting.

Shareholder approval is therefore sought for the Board to fix PricewaterhouseCoopers' fees and expenses for the 2024 financial year.

PROCEDURAL NOTES

Entitlement to Vote

The only persons entitled to vote at the meeting are those shareholders whose names are recorded in the share register of NZME as at **5:00pm Tuesday 9 April 2024**. Only the shares registered in those shareholders' names at that time may be voted at the meeting.

All resolutions to be considered at the meeting are ordinary resolutions. Each resolution will be passed if more than 50% of the votes of those shareholders who are entitled to vote and who vote on the resolution are voted in favour of that resolution.

Online participation

To participate at the meeting online use the following link to NZME's share registrar's virtual meeting platform:
virtualmeeting.co.nz/nzm24

Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting. If you will be participating online you will require your shareholder number, found on your voting/proxy form, for verification purposes.

More information regarding virtual attendance at the meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at:

<https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Voting and Proxies

Your right to vote may be exercised by:

- a) attending the meeting and voting in person or participating virtually and voting via the online platform;**
- b) submitting an online or postal vote; or**
- c) appointing a proxy (or representative in the case of a corporate shareholder) to attend and vote in your place.**

A proxy need not be a shareholder of NZME. Further details of how to direct your proxy to vote or give your proxy discretion to vote are set out in the enclosed postal vote/proxy form.

You can cast a postal vote or appoint a proxy to vote on your behalf by completing and returning the enclosed postal vote/proxy form in accordance with the instructions set out on the form. NZME's share registrar, Link Market Services Limited, has been authorised by the Board to receive and count postal votes at the meeting.

Alternatively, you can submit your vote or appoint a proxy online at:
<https://vote.linkmarketservices.com/NZM>.

You will require your CSN/Holder Number and FIN (New Zealand Register Holders) or HIN/SRN and postcode (Australian Register Holders) to complete your online vote or proxy appointment.

PROCEDURAL NOTES

Your completed copy of the postal vote/proxy form must be received by Link Market Services Limited, or your online appointment or vote completed, no later than 3:00pm on Tuesday 9 April 2024, 48 hours before the meeting. Postal vote/proxy forms received after this time will not be valid for the meeting. If attending in person, please bring the enclosed form to the meeting. The barcode is required for registration.

Questions

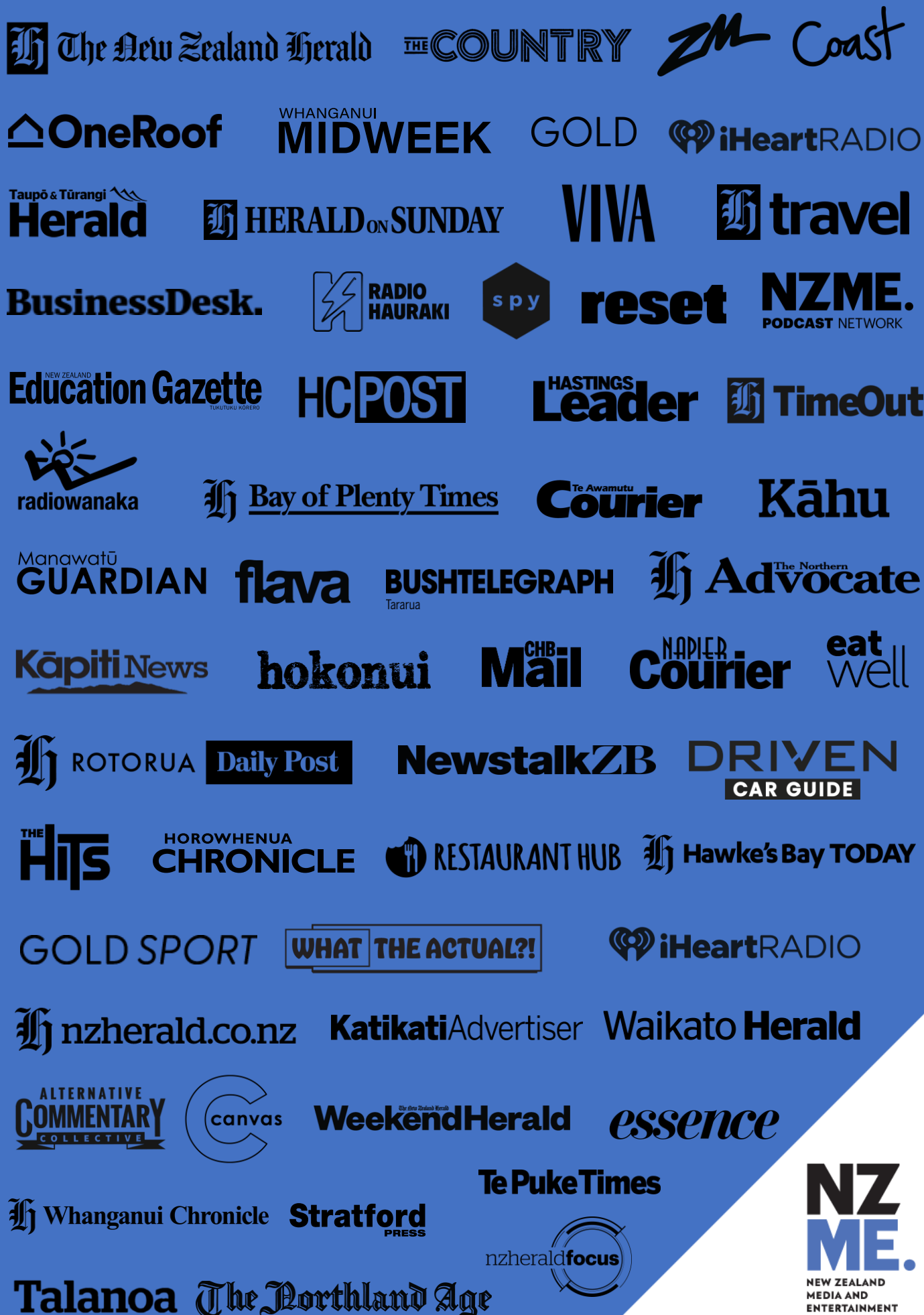
Shareholders attending the meeting or participating virtually will have the opportunity to ask questions during the meeting.

If you cannot attend the meeting but would like to ask a question, you may submit a question online at vote.linkmarketservices.com/NZM or send your question in advance to legal@nzme.co.nz

Questions must be submitted by 3:00pm on Tuesday 9 April 2024, 48 hours before the meeting.

The main themes will be aggregated and responded to at the meeting. NZME reserves the right not to address questions that, in the Chairman's opinion, are not reasonable in the context of an annual shareholders' meeting.





LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/NZM

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010
New Zealand

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 2024 ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting of NZME Limited (NZME) will be held at NZME iHeart Lounge, 2 Graham Street, Auckland Central and online via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/nzm24 on **Thursday, 11 April 2024, commencing at 3:00pm** (New Zealand time). 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 in person or online 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 Tuesday, 9 April 2024**. 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 Tuesday, 9 April 2024 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 in person or online 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 Meeting. **Please bring this form 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) (E-mail address)

or: _____ of _____
(Full Name) (E-mail 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 **Thursday, 11 April 2024 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	Please indicate with a ✓		Proxy Discretion
			Against	Abstain	
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 retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.	☐	☐	☐	☐
4.	That the Directors of NZME be authorised to fix the fees and expenses of the auditor for the financial year ending 31 December 2024.	☐	☐	☐	☐

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders’ Meeting, in person or via the virtual meeting platform at www.virtualmeeting.co.nz/nzm24 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 Tuesday, 9 April 2024. 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.