



Spark^{nz}

**2018 NOTICE OF
ANNUAL MEETING**

10.00 am, Friday 2 November 2018

Spark City Conference Centre, Level 2,
167 Victoria Street West, Auckland



GENERATION

VOICE IS HERE

AND THEY HAVE A FEW QUESTIONS



Spark^{nz}
LITTLE CAN BE HUGE

Letter from the Chair

On behalf of the Board of directors I am pleased to invite you to the 2018 Annual Meeting of Spark New Zealand Limited ("Spark"), which will be held at Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00am on Friday 2 November 2018 (New Zealand time).

Shareholders are also able to attend the Annual Meeting online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2018 or by telephone from New Zealand by dialling **0800 448 986** or Australia by dialling **1800 572 288**.

**for location map please see inside back cover.*

Items of Business

- A. Chairperson's Address**
- B. Managing Director's Review**
- C. Resolutions**

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

- 1. Auditor's remuneration:** That the directors of Spark are authorised to fix the auditor's remuneration.
- 2. Re-election of Ms Alison Barrass:** That Ms Alison Barrass is re-elected as a director of Spark.
- 3. Re-election of Mr Ido Leffler:** That Mr Ido Leffler is re-elected as a director of Spark.
- 4. Election of Ms Pip Greenwood:** That Ms Pip Greenwood is elected as a director of Spark.

These resolutions are to be considered as ordinary resolutions and, to be passed, require the approval of a simple majority of votes cast on the resolution (being more than 50%).

D. Shareholder Questions

By Order of the Board of Spark New Zealand Limited



Justine Smyth
Chair, Spark New Zealand Limited
5 October 2018

Explanatory Notes

Resolution 1: Fixing the remuneration of the auditor, KPMG

Pursuant to section 207(T) of the Companies Act 1993, KPMG is automatically reappointed at the Annual Meeting as auditor of Spark. The proposed resolution is to authorise the directors under section 207(S) of the Companies Act 1993 to fix the remuneration of the auditor, KPMG.

KPMG was first appointed as auditor in 2002. In accordance with Spark's External Auditor Independence Policy, the lead audit partner is changed every 5 years. Spark's policy regarding rotation of audit partners reduces the risk that independence is compromised while at the same time, helps to preserve valuable knowledge and understanding of Spark's complex business by providing Spark with the flexibility to retain its external auditor.

Mr David Gates replaced Mr Malcolm Downes as the lead audit partner for the financial year ending 30 June 2018.

In August 2018 the Audit and Risk Management Committee assessed and confirmed the independence of KPMG after consideration of Spark's External Audit Independence Policy criteria.

Resolutions 2 and 3: Rotation and re-election of directors

Non-executive directors Ms Alison Barrass and Mr Ido Leffler retire by rotation pursuant to NZX Main Board Listing Rule 3.3.11 and offer themselves for re-election. Ms Alison Barrass and Mr Ido Leffler are considered by the Board to be independent.



Ms Alison Barrass

Term of Office:

Appointed Director 1 September 2016 and elected at the 2016 Annual Meeting.

Board Committees:

Chair of the Human Resources and Compensation Committee and member of the Nominations and Corporate Governance Committee.

Biography:

Alison joined the Board in September 2016. She brings a broad range of skills, including knowledge and expertise in the fast-moving consumer goods (FMCG) sector and in governance, leadership and marketing-led innovation. Her background includes 30 years' experience at major international FMCG companies, including PepsiCo, Kimberley-Clark, Goodman Fielder and Griffins Foods. She currently Chairs the Board of Methven and is a director with Gough Group, Heilala Vanilla, Lewis Road Creamery and Rokit Global. Alison was previously Chair of the Breast Cancer Research Trust and a director of The Parenting Place and Callaghan Innovation. Alison has a Bachelor of Science from the University of Southampton and a Business Diploma in Marketing from the University of Auckland. Alison has been a strong contributor to the Board and her breadth of skills and experience continue to complement the diverse skills of Spark's Board of Director's.

A portrait of Mr Ido Leffler, a bald man with a friendly smile, wearing a blue checkered shirt and a lanyard. The background is a blurred indoor setting.

Mr Ido Leffler

Term of Office:

Appointed Director 9 June 2014 and last re-elected at the 2016 Annual Meeting.

Board Committees:

Member of the Human Resources and Compensation Committee and Nominations and Corporate Governance Committee.

Biography:

Ido joined the Board in June 2014. He brings experience in developing digital brands and extensive networks in the start-up communities of Silicon Valley and Australasia. Ido is the co-founder and Chief Executive Officer at Yoobi, a school supplies company that engages kids through bright colours, cool designs and, most importantly, cause. He is also Co-founder of Yes To Inc. - a leading global natural beauty brand; Co-founder and Chair of Brandless - a disruptive consumer packaged goods company; and the Chair of Beach House Group - a global consumer products solutions house. Ido sits on several corporate and advisory boards, including being an Emeritus Member of the United Nations Foundation Global Entrepreneur Council. Ido's extensive experience in digital innovation, retailing and marketing make him an asset to the Board.

Resolution 4: Election of directors

Non-executive director Ms Pip Greenwood, who was appointed by the Board as an addition to the existing Directors after the 2017 Annual Meeting, retires and offers herself for election pursuant to NZX Main Board Listing Rule 3.3.6. The Board does not consider Ms Greenwood to be independent.



Term of Office:

Appointed Director 1 April 2018.

Board Committees:

Member of the Audit and Risk Management Committee and Nominations and Corporate Governance Committee.

Biography:

Pip joined the Board in April 2018, as an independent director, bringing significant experience in capital markets, mergers and acquisitions, telecommunications and corporate governance. Pip is a senior partner at Russell McVeagh and has served for over ten years on the firm's board including time as its Chair. Over the years Pip has advised on many high-profile New Zealand corporate transactions that have changed the face of industries. She was a member of the New Zealand Takeovers Panel from 2007 to 2011 and is a current director of Fisher & Paykel Healthcare, and a trustee of the Auckland Writers Festival. Pip has an LLB from the University of Canterbury.

In August 2018 Pip was appointed as interim CEO of law firm Russell McVeagh and continues to lead the firm's organisational change programme. Following Pip's appointment as interim CEO, the Board determined that she had a 'material relationship' as defined in its Board Charter and was no longer independent due to the increased risk that, while serving as interim CEO, she could be perceived to be materially influenced when making decisions as a director of Spark.

In addition to the Board's usual conflict of interest procedures, the risk of any actual conflict or material influence arising is specifically mitigated by protocols that have been put in place between Spark, Russell McVeagh and Pip in respect of legal services provided to Spark including:

- Pip ceased to provide professional services to Spark, in her capacity as a Partner of Russell McVeagh, upon confirmation of her appointment as a director in December 2017;
- Pip does not supervise or oversee the relationship between Spark and Russell McVeagh in any capacity; and
- the relationship between Spark and Russell McVeagh is managed, from the Spark perspective, at management level rather than at Board level.

Russell McVeagh has announced that a new permanent CEO will join the firm on 23 October 2018, at which point Pip will cease to be the interim CEO. Following this, the Board will review its determination in respect of Pip's independence in due course. In the interim, Pip has assured Spark's Board and undertaken with Russell McVeagh, that she will manage her commitments to ensure that she has capacity to commit fully to her role as a director of Spark.

Procedural Notes

Attending in Person

If you wish to vote in person you should attend the Annual Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting to assist with your registration.

Voting by Mobile Phone (optional)

Shareholders attending the Annual Meeting in person will be able to vote using their compatible smartphone during the Annual Meeting. Shareholders who choose to do so will need to download the free LinkVote App from the Apple App Store or Google Play in advance. On arrival at the meeting please obtain your PIN from the registration desk.

Online Participation

Shareholders may also attend the Annual Meeting virtually via an online portal, where you can watch the Annual Meeting, vote and ask questions during the Annual Meeting. Shareholders attending virtually will require their Holder Number for verification purposes. Shareholders attending virtually will be able to ask questions during the Annual Meeting via the chat function or via telephone. Information on participating via telephone can be retrieved during the meeting through the Question Button. Unfortunately, ADR holders are not eligible to participate virtually in the Annual Meeting. Spark's Virtual Annual Meeting portal can be found at virtualmeeting.co.nz/spark2018

If you require any help using the online portal prior to or during the Annual Meeting, please call **0800 200 220**. A user guide can be found under the Annual Meeting section of our website at investors.sparknz.co.nz.

Telephone Participation

To participate in the Annual Meeting by telephone in New Zealand please dial **0800 448 986** or from Australia please dial **1800 572 288**. Shareholders attending by phone will require their unique PIN for verification purposes. Your unique PIN can be found at the top of the Proxy Form that accompanies this notice. Please disregard the PIN on your proxy if you will be attending virtually via the online portal.

Shareholders who participate by phone will be able to hear the meeting, ask a question and vote at the appropriate times during the meeting. Voting will be conducted at the conclusion of the meeting. Please follow the voting instructions provided by the call facilitator.

Voting Entitlements

Only shareholders whose names are registered on the Spark share register at 5.00 pm on Wednesday 31 October 2018 (New Zealand time) are entitled to vote, and only shares registered in the names of those shareholders at that time may be voted at the Annual Meeting.

Proxy Voting

If you cannot attend the Annual Meeting and choose not to participate

by telephone or virtually via the Annual Meeting portal, you are encouraged to appoint a proxy to attend and vote on your behalf.

Appointing a proxy

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a Spark shareholder.

The Chair of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. The Chair of the meeting and the directors of Spark intend to vote all discretionary proxies, for which they have authority to vote, in favour of the resolutions.

If, in appointing your proxy, you do not name a person as your proxy (either online or on your proxy form), or your named proxy does not attend the Annual Meeting, the Chair of the meeting will be your proxy and may vote only in accordance with your express direction.

A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in this notice.

Shareholders can appoint a proxy by completing the enclosed proxy form and returning it to Link Market Services Limited by email, mail or fax as set out in the proxy form.

Online proxy voting

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting vote.linkmarketservices.com/SPK.

Holders on the New Zealand register will be required to enter their Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online.

Holders on the Australian register will be required to enter their Holder Number and postcode or country of residence to complete the online validation process to securely appoint a proxy online.

All online or postal proxy appointments must be received by Link Market Services Limited no later than 10.00 am on Wednesday 31 October 2018 (New Zealand time).

Shareholder Questions

Shareholders present at the Annual Meeting or attending virtually via the online portal or by telephone will have the opportunity to ask questions during the Annual Meeting.

If you cannot attend the Annual Meeting but would like to ask a question you can submit a question by completing the shareholder question section on the Proxy Form and returning it to Link Market Services Limited, or online by going to vote.linkmarketservices.com/SPK. After completing the online validation process choose "Questions". Shareholder questions will need to be submitted by 5.00 pm Friday 26 October 2018 (New Zealand Time).

Webcast

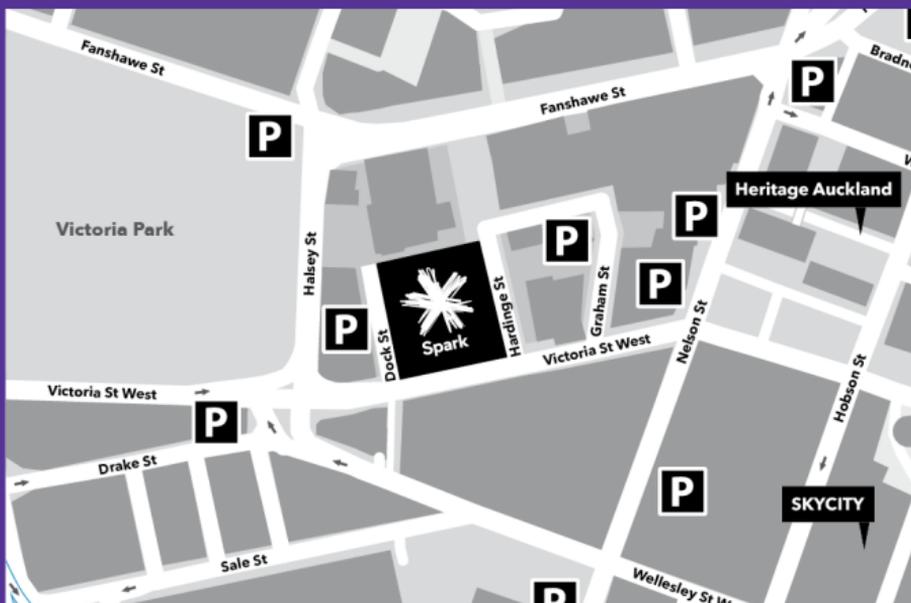
The Annual Meeting will be webcast live on the internet. To view the webcast, go to virtualmeeting.co.nz/spark2018.

Venue & Parking

We have reverted to holding this year's Annual Meeting at Spark's premises as last year's trial of an external venue, at a greater cost than using Spark's facilities, did not result in an increase in physical attendance.

Spark's Annual Meeting will be held at:

Spark City Conference Centre
Level 2
167 Victoria Street West
Auckland



Auckland's CBD is well served by rail and bus services. There are a number of buses that stop outside Spark's building on Victoria Street West. For full route, timetable and fare information call Auckland Transport Contact Centre on **09 366 6400** or **0800 10 30 80**. Or visit AT online at at.govt.nz/bus-train-ferry



Spark^{nz}