



Spark^{nz}



2019

NOTICE OF

ANNUAL

MEETING

10.00am, Thursday 7 November 2019

Spark City Conference Centre, Level 2,

167 Victoria Street West, Auckland



Letter from the Chair

4 October 2019

On behalf of the Board of directors I am pleased to invite you to the 2019 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 Thursday 7 November 2019 (New Zealand time).

Shareholders are also able to attend the Annual Meeting online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2019 or by telephone from New Zealand by dialling **0800 448 986** or from Australia by dialling **1800 572 288**.

**for location map please see back cover.*

Items of Business

- A. Chairperson's Address
- B. Chief Executive Officer's Review
- C. Resolutions

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

1. **Auditor's remuneration:** That the directors of Spark are authorised to fix the auditor's remuneration.
2. **Re-election of Ms Justine Smyth:** That Ms Justine Smyth, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.
3. **Re-election of Mr Warwick Bray:** That Mr Warwick Bray (appointed as a director of Spark by the Board with effect from 23 September 2019) who retires and is eligible for re-election, is re-elected as a director of Spark.
4. **Re-election of Ms Jolie Hodson:** That Ms Jolie Hodson (appointed as a director of Spark by the Board with effect from 23 September 2019) who retires and is eligible for re-election, is re-elected as a director of Spark.
5. **Revocation and adoption of constitution:** That the existing Company constitution is revoked and the new constitution, in the form presented at the Annual Meeting, is adopted as the constitution of Spark with effect from the close of the meeting.

Resolutions 1, 2, 3 and 4 above are to be considered as ordinary resolutions and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolution. Resolution 5 is to be considered as a special resolution and, to be passed, requires the approval of 75% or more of the votes of those shareholders entitled to vote and voting on the resolution.

For more information on the resolutions, please see the Explanatory Notes.

D. Shareholder Questions

By Order of the Board of Spark New Zealand Limited



Justine Smyth
Chair, Spark New Zealand Limited
4 October 2019

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, and was the lead audit partner for the financial year ending 30 June 2019.

In August 2019 the Audit and Risk Management Committee assessed and confirmed the independence of KPMG after consideration of the External Audit Independence Policy criteria.



Ms Justine Smyth

Resolution 2: Rotation and re-election of Ms Justine Smyth

Non-executive director and Chair of the Board Ms Justine Smyth retires by rotation pursuant to NZX Main Board Listing Rule 2.7.1 and offers herself for re-election. Ms Justine Smyth is considered by the Board to be independent.

Term of Office:

Appointed 1 December 2011 and last re-elected at the 2016 Annual Meeting.

Board Committees:

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

Biography:

Justine joined the Board of Spark New Zealand in December 2011 and became Chair in 2017. Her extensive experience in governance, mergers and acquisitions, taxation and financial performance of large corporate enterprises, as well as her active investing in and running of small and medium enterprises (SMEs), underpins her contribution as a director. Her background is in finance and business management, having been a Partner with Deloitte and Group Finance Director at Lion Nathan.

She is currently a director of Auckland International Airport Limited, Pushpay Holdings Limited and Chair of The Breast Cancer Foundation New Zealand. Former governance roles include being a board member of the Financial Markets Authority and Deputy Chair of New Zealand Post Limited. Justine has a Bachelor of Commerce from the University of Auckland and is a Fellow of Chartered Accountants Australia and New Zealand and a Chartered Fellow of the Institute of Directors.



Resolution 3: Re-election of Mr Warwick Bray

Under NZX Main Board Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Mr Warwick Bray has been appointed as non-executive director with effect from 23 September 2019. Mr Warwick Bray accordingly retires and offers himself for re-election at the 2019 Annual Meeting. Mr Warwick Bray is considered by the Board to be independent.

Term of Office:

Appointed with effect from 23 September 2019.

Board Committees:

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

Biography:

Warwick joined the Board in September 2019, bringing over four decades of experience in the international telecommunications, technology and media sectors. He was Chief Financial Officer at Telstra Australia until 2018, with previous roles at Telstra over a nine-year period including Group Managing Director Product, Executive Director Mobile and Head of Corporate Strategy. Earlier in his career, Warwick was a managing director at JP Morgan (London) and Dresdner Kleinwort Wasserstein (London) in telecommunications equity research. He also worked at McKinsey in Europe, advising telecommunications companies on strategy, regulation and operational improvement, and as a network systems engineer at Hewlett Packard. Warwick has served on the GSMA strategy committee, the boards of Hong Kong mobile business CSL and Australian pay TV operator Foxtel and as Chairman of the Australian Mobile Telecommunications Association. He holds a Bachelor of Science (Hons) and a Masters in Business Administration from the University of Melbourne.



Ms Jolie Hodson

Resolution 4: Re-election of Ms Jolie Hodson

Under NZX Main Board Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Ms Jolie Hodson has been appointed as executive director with effect from 23 September 2019. Ms Jolie Hodson accordingly retires and offers herself for re-election at the 2019 Annual Meeting. Ms Jolie Hodson is considered by the Board not to be independent.

Term of Office:

Appointed with effect from 23 September 2019.

Biography:

Jolie became Chief Executive Officer on 1 July 2019 and joined the Board in September 2019. As CEO Jolie is responsible for ensuring the company has a sound strategy and applies her leadership to delivering on that strategy, while building a leadership team around her and a business that is able to adapt to the fast-changing world of digital services.

Prior to being appointed CEO Jolie was Spark's Customer Director. She joined Spark in 2013 as CFO before becoming CEO Spark Digital in October 2016 - and in both roles played a pivotal part in transforming Spark from a legacy telco to a growing digital service company.

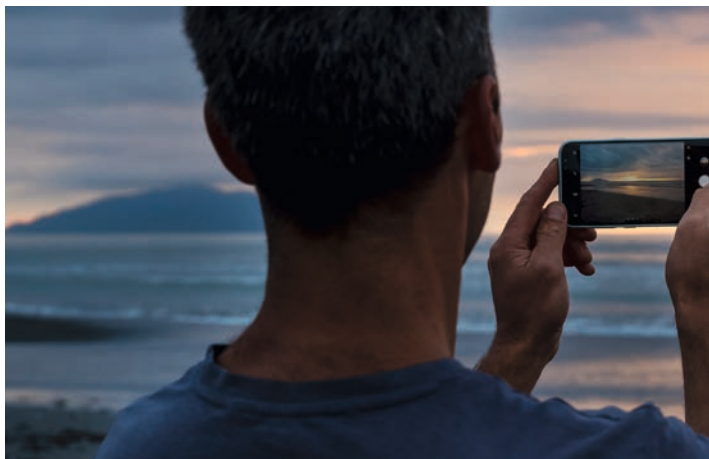
Prior to this, she worked for 12 years with the Lion Group and Deloitte in a range of senior finance roles. She has a Bachelor of Commerce from the University of Auckland.

Resolution 5: Changes to constitution

The former NZX Main Board & Debt Market Listing Rules (dated 1 October 2017) have been replaced by updated Listing Rules (dated 1 January 2019) ("New Listing Rules"). Spark transitioned to the New Listing Rules on 1 January 2019. As a result, Spark is required to update its existing constitution ("Constitution"). An amended constitution has been prepared. A copy, marked to show the changes to the Constitution can be viewed under the Annual Meeting section of our website at investors.sparknz.co.nz.

The principal amendments to the Constitution that have been proposed for the purposes of alignment with the New Listing Rules are summarised as follows:

- **Director rotation:** the provision relating to the retirement and re-election of directors has been amended to reflect that the New Listing Rules apply, being that all directors must not hold office without re-election past the third annual meeting following the director's appointment or three years, whichever is longer.
- **Managing directors:** provisions relating to the rotation of managing directors have been amended to reflect that director rotation requirements under the New Listing Rules are the same for all directors.
- **Restriction on appointment of directors:** the Constitution has been amended to reflect that each resolution to appoint, elect or re-elect a director must be for one director only as required under the New Listing Rules.
- **Board composition:** the minimum independent director requirements have been amended to reflect the New Listing Rules, being that the Board must have at least two independent directors.
- **New Zealand resident directors:** the constitution has been amended to reflect the New Listing Rules, being that at least two directors must be ordinarily resident in New Zealand. Accordingly, the requirement that half of the Board be New Zealand citizens has been removed.

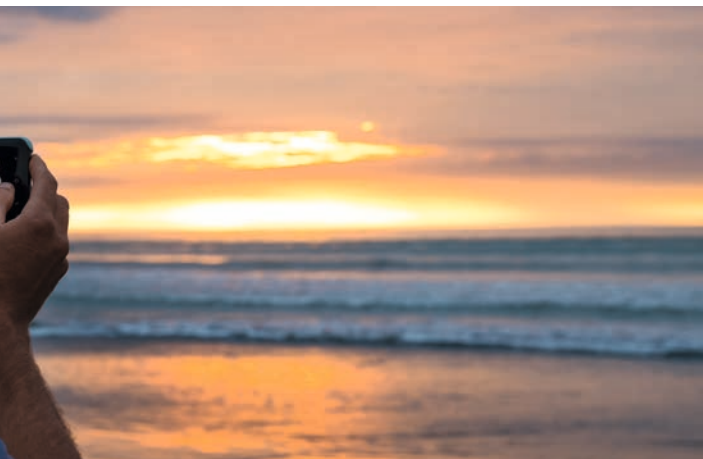


The following amendments are also proposed:

- updating references and provisions for consistency with legislative changes;
- updating wording for clarification and for consistency with the New Listing Rules;
- removing all references to facsimile communication;
- amendment to allow for Spark's legal requirements to be met by electronic means in accordance with the Contract and Commercial Law Act;
- allowing for electronic means of voting at shareholder meetings, to allow shareholders to vote by signifying their assent or dissent by electronic means, including voting on a personal computer, to reflect the alignment of the New Listing Rules with legislation permitting annual meetings to be held by electronic means;
- amending provisions relating to notices to shareholders to simplify the provisions, and reflect the requirements of the Companies Act;
- adding provisions that preclude interested directors from voting on board resolutions in respect of matters in which they are interested, unless the matter is one that the Companies Act expressly requires a certificate to be signed by the director;
- amendments to recognise that a notice of meeting may provide for different matters for different kinds of proxies; and
- consequential alterations, including in respect of numbering.

As the amendments to the Constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares, the shareholder minority buy-out rights under the Companies Act 1993 do not apply.

Russell McVeagh has provided an opinion to NZX that it considers that all proposed amendments comply with the New Listing Rules.



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 they 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 functionality 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/spark2019

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 Form if you will be attending virtually via the online portal.

Shareholders who participate by phone will be able to hear the meeting, ask questions 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 Tuesday 5 November 2019 (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 body corporate that is a shareholder may appoint a person to attend the meeting as its representative in the same manner that it would appoint a proxy. 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 Tuesday 5 November 2019 (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 25 October 2019 (New Zealand Time).

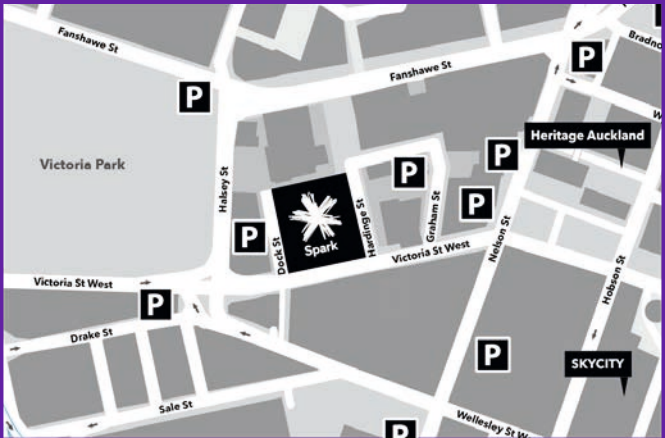
Webcast

The Annual Meeting will be webcast live on the internet. To view the webcast, go to virtualmeeting.co.nz/spark2019.

Venue & Parking

Spark's Annual Meeting will be held at:

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



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 103 080**. Or visit AT online at at.govt.nz/bus-train-ferry



Proxy Form 2019

Online

vote.linkmarketservices.com/SPK

Scan & Email

meetings@linkmarketservices.co.nz

Fax

+64 9 375 5990

Mail

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

**Scan this QR code
with your smartphone
and vote online**

Unique PIN

(for telephone attendance
0800 448 986)

General Enquiries

0800 737 100 (within NZ) | 1300 554 474 (within AU)
+64 9 375 5998 (international) | sparknz@linkmarketservices.com

Proxy Form for the 2019 Annual Meeting

The Annual Meeting of Spark New Zealand Limited ("Spark") will be held in the Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00 am on Thursday 7 November 2019 (New Zealand time).

Shareholders can attend the Annual Meeting online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2019 or by telephone from New Zealand by dialling 0800 448 986 or from Australia by dialling 1800 572 288. If you are attending online, you will require your Holder Number for verification purposes. If you are attending by telephone, you will require your unique PIN that can be found at the top of the Proxy Form. Please dial-in five minutes prior to the start time.

Shareholders who appoint a proxy to vote on their behalf can still attend the Annual Meeting via the Virtual Annual Meeting portal, although those shareholders will be unable to vote if a proxy is so appointed.

For your proxy to be effective it must be received by Link Market Services Limited by **10.00 am** on Tuesday 5 November 2019 (New Zealand time).

Appointment of proxy

If you do not plan to attend the Annual Meeting in person, participate by telephone or online via the Virtual Annual Meeting portal, you are encouraged to appoint a proxy to attend and vote on your behalf. The Chair of the meeting or any other director of Spark is willing to act as proxy for any shareholder who appoints him or her for that purpose. If, in appointing your proxy, you do not name a person as your proxy (either online or on this 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.

Voting of your holding

Direct your proxy vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 5). If you do not make an election in respect of a resolution, your proxy may vote as they choose provided they are not prohibited from voting on that resolution. If you make more than one election in respect of a resolution, your vote will be invalid on that resolution. 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 the notice.

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.

Signing instructions for Proxy Forms

Individual

Where the holding is in one name, the security holder must sign.

Joint holding

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney

If this Proxy Form has been signed by an attorney, a copy of the power of attorney under which it was signed (if not previously provided to Link Market Services), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Company

If this Proxy is completed for a company it must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

Attending the meeting

If you wish to vote in person, you should attend the Annual Meeting. Please bring this Proxy Form with you to the Annual Meeting to assist with your registration.

A corporation may appoint a person to attend the Annual Meeting as its representative in the same manner as that in which it could appoint a proxy.

Go online to vote.linkmarketservices.com/SPK to appoint and give directions to your proxy or turn over to complete the form.

Proxy/Corporate Representative Form



Step 1: Appoint a proxy to vote on your behalf

I/We being a shareholder/s of Spark

hereby appoint _____ of _____ email address: _____

or failing him/her _____ of _____ email address: _____

as my/our proxy to act generally at the Annual Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he/she sees fit, subject to any applicable restrictions in the NZX Main Board Listing Rules) at the Annual Meeting of Spark to be held in Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00 am on Thursday 7 November 2019 (New Zealand time) and, simultaneously, to be held virtually via the Virtual Annual Meeting portal, and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chair of the Meeting' or any other director of Spark.

Step 2: Resolutions - Proxy voting instructions

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on that resolution and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Proxy Discretion	Abstain
Item 1 That the directors of Spark are authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 That Ms Justine Smyth, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 That Mr Warwick Bray (appointed as a director of Spark by the Board with effect from 23 September 2019) who retires and is eligible for re-election, is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 That Ms Jolie Hodson (appointed as a director of Spark by the Board with effect from 23 September 2019) who retires and is eligible for re-election, is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 That the existing Company constitution is revoked and the new constitution, in the form presented at the Annual Meeting, is adopted as the constitution of Spark with effect from the close of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3: Shareholder Questions

Shareholders present at the Annual Meeting (either in person or by telephone or online via the Virtual Annual Meeting portal) will have the opportunity to ask questions during the Annual Meeting. If you cannot attend the Annual Meeting and choose not to participate by telephone or online via the Virtual Annual Meeting portal but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/SPK and completing the online validation process or by completing the question section below and returning it to Link Market Services. Shareholder questions will need to be submitted by 5.00 pm on Friday 25 October 2019 (New Zealand time). The Board will address and answer questions at the Annual Meeting.

Question:

Sign: Signature of security holder(s) This section must be completed.

Security holder 1

or duly authorised officer or attorney

Security holder 2

or duly authorised officer or attorney

Security holder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications:

If you received the Notice of Meeting & Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.