

Chorus Limited
Level 10, 1 Willis Street
P O Box 632
Wellington
New Zealand

Email: company.secretary@chorus.co.nz

STOCK EXCHANGE ANNOUNCEMENT

24 September 2020

Notice of annual meeting, proxy/voting form and virtual meeting guide

Chorus' notice of meeting, proxy/voting form and virtual meeting guide to be sent to shareholders are attached. The notice of meeting, proxy/voting form and virtual meeting guide will also be available on Chorus' website at <https://www.chorus.co.nz/annual-meeting>

Due to concerns about our ability to conduct the ASM in person with the uncertain COVID-19 environment and the potential health risks for shareholders attending, Chorus' 2020 Annual Shareholders' Meeting will be held as a virtual meeting on Friday 6 November at 10.30am (New Zealand time).

All shareholders will be able to participate in the meeting, vote and ask questions from smartphones, tablets or desktop devices. For further information regarding how to attend the Annual Meeting, please refer to the attached Notice of Meeting and Virtual Meeting Guide.

Authorised by:

Elaine Campbell
General Counsel and Company Secretary

ENDS

For further information:

Brett Jackson
Investor Relations Manager
Phone: +64 4 896 4039
Mobile: +64 (27) 488 7808
Email: brett.jackson@chorus.co.nz

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Head of External Communications
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notice of annual meeting 2020

Chorus Limited's 2020 annual meeting of shareholders will be held via a virtual meeting

Where

Online via our virtual meeting
provider Lumi at:

web.lumiagm.com

Meeting ID: 377-187-840

When

Friday
6 November 2020
Commencing at 10:30am
(New Zealand time)

Important dates

All times are given in New Zealand time unless otherwise specified.

4 November 2020, 10:30am

Latest time for receipt of Proxy Forms

5 November 2020, 5:00pm

Record date for voting entitlements for the Annual Meeting

6 November 2020, 10:30am

Annual Meeting

You are encouraged to read this Notice (including the Explanatory Notes and Procedural Notes) and the instructions on the Proxy/Voting Form carefully.

Business

Shareholders will be asked to consider and, if thought appropriate, to pass the following ordinary resolutions:

Election and re-election of Directors

1. That Ms Prue Flacks be re-elected as a Chorus director.
2. That Mr Jack Matthews be re-elected as a Chorus director.
3. That Ms Kate Jorgensen be elected as a Chorus director.

See Explanatory Note 1.

Auditor Fees and Expenses

4. That the Board be authorised to fix the fees and expenses of KPMG as auditor.

See Explanatory Note 2.

By order of the Board



Elaine Campbell
General Counsel & Company Secretary
24 September 2020



Prue Flacks

LLB, LLM

Director since 1 December 2011; Independent

Prue is a professional director with experience across a range of industries.

Prue was formerly a commercial lawyer and a partner in the national law firm Russell McVeagh for 20 years. Her expertise includes corporate and regulatory matters, corporate finance, capital markets and business restructuring.

Prue is currently a director of Bank of New Zealand and chair of Mercury NZ Limited. She is a chartered member of the Institute of Directors.

Prue is on Chorus' People, Performance and Culture Committee and the Nominations and Corporate Governance Committee.



Jack Matthews

BA Philosophy, College of William and Mary

Director since 1 July 2017; Independent

Jack is an experienced director who has held a number of senior leadership positions within the media, telecommunications and technology industries in Australia and New Zealand.

Jack has extensive telecommunications industry experience having been CEO of TelstraSaturn during the period they deployed their HFC network in New Zealand, as well as a former director of Crown Fibre Holdings, the Crown agency overseeing the rollout of New Zealand's fibre infrastructure network.

Formerly, Jack was CEO of Fairfax Media's Metro Division, CEO of Fairfax Digital and Chief Operating Officer of Jupiter TV (Japan).

Jack is currently the chair of MediaWorks, a director of Plexure Group and New Zealand Golf Network Limited and a former director of The Network for Learning, APN Outdoor Group and Trilogy International.

Jack is on Chorus' Audit and Risk Management Committee.



Kate Jorgensen

BBus, CA

Independent

Kate has significant financial, audit, governance and commercial experience and has held a number of senior leadership positions within the telecommunications, infrastructure and construction industries in New Zealand.

Most recently, she was CFO of Vodafone New Zealand. Prior to that, Kate was CFO of KiwiRail, CFO of Fletcher Building's infrastructure division and a senior audit manager for KPMG.

Kate is a member of Chartered Accountants Australia and New Zealand.

Kate is a member of Chorus' Audit and Risk Management Committee.

Explanatory Notes

Explanatory Note 1: Election and re-election of Directors

The NZX Listing Rules provide that a director of an issuer must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer.

Accordingly, Prue Flacks and Jack Matthews, who were last elected at the 2017 Annual Meeting, are retiring from office at this year's Annual Meeting and offer themselves for re-election.

Ms Flacks and Mr Matthews are standing with the full support of the Board. The Board unanimously recommends that shareholders vote in favour of their re-election. The Board has determined that each of Ms Flacks and Mr Matthews is an independent director.

In addition, Kate Jorgensen was appointed as a director by the Board effective as at 1 July 2020. The NZX Listing Rules provide that a director appointed by the Board during the year must not hold office (without election) past the next annual meeting following the director's appointment. The Board fully supports Ms Jorgensen's appointment and unanimously recommends that shareholders vote in favour of her election.

The Board has determined that Ms Jorgensen is an independent director.

A biographical background of each director standing for re-election and election is set out above.

Explanatory Note 2: Auditor Fees and Expenses

KPMG are currently Chorus' auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of KPMG as auditor.

Virtual Meeting - instructions

Due to concerns about our ability to conduct the Annual Meeting in person with the uncertain COVID-19 environment and the potential health risks for shareholders attending, we have decided that the Annual Meeting will be a virtual meeting this year. All shareholders will have the opportunity to attend and participate in the 2020 Annual Meeting via an internet connection (using a computer, laptop, tablet or smartphone).

The Annual Meeting will be accessible on both desktop and mobile devices. In order to participate remotely you will need to visit web.lumiagm.com on your desktop or mobile device.

Please ensure that your browser is compatible – Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them or send a postal vote, as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting.

Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting.

Shareholders will require the meeting ID – which is 377-187-840 – as well as their CSN/Securityholder Number, which can be found on their proxy and postal voting form, for verification purposes.

Procedural Notes

Voting Entitlements

The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who are Chorus shareholders at 5:00pm on Thursday 5 November 2020.

Casting Your Vote

You may cast your vote using one of the following options:

- 1. Before the Annual Meeting:** If you wish, you can vote prior to the Annual Meeting (up until 10.30am on Wednesday 4 November 2020) on the website of Chorus' share registry, Computershare Investor Services Limited at: www.investorvote.co.nz
- 2. At the Annual Meeting:** If you wish, you can vote at the Annual Meeting at: web.lumiagm.com
Voting will be by way of poll. For more information about voting at the Annual Meeting, please refer to the Virtual Meeting Guide that accompanies this Notice of Meeting.
- 3. Appoint a proxy to vote:** You may appoint a proxy or corporate representative (if the shareholder is a body corporate) to attend the Annual Meeting, to act generally at the meeting and to vote on your behalf. Your proxy does not need to be a Chorus shareholder. To do this, you should complete the Proxy/Voting Form. It must be returned to the share registrar by 10:30am on Wednesday 4 November 2020. You may return your Proxy/Voting Form by:
 - Completing the Proxy/Voting Form and either posting it or faxing it to the share registrar; or
 - Completing the Proxy/Voting Form online at www.investorvote.co.nz

Proxy/Voting Forms

The Proxy/Voting Form allows you to vote either for or against, or abstain from, the resolutions notified in the Notice of Meeting.

If you appoint a Chorus director as your proxy to vote on your behalf, then any undirected proxies granted to the director will be voted in favour of the relevant resolutions.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the Annual Meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

Chorus directors are not prepared to speak at the Annual Meeting on behalf of a shareholder who appoints them as their proxy. If you wish to be heard at the meeting you should either participate online or appoint a proxy other than a Chorus director.

To assist shareholders wishing to exercise their voting rights at the Annual Meeting (whether online or by proxy), the Proxy/ Voting Form accompanying this Notice of Meeting has been personalised with individual shareholder details. The Proxy/ Voting Form shows your current shareholding. If, at 5:00pm on 5 November 2020, your shareholding is different from that shown on the Proxy/Voting Form, it will be updated by Chorus' share registry, Computershare Investor Services Limited.

Method of Voting

Voting on all resolutions put before the Annual Meeting will be by poll. Results of the voting will be available after the conclusion of the meeting, and will be notified on the NZX and ASX.

Voting Thresholds

Items of business 1 to 4 are ordinary resolutions and required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

Questions for the Annual Meeting

If you wish to submit written questions to be considered at the Annual Meeting, please email or post them to Elaine Campbell, General Counsel & Company Secretary, at the following addresses:

Elaine Campbell
General Counsel & Company Secretary
Chorus Limited
PO Box 632
Wellington 6140

Email: company.secretary@chorus.co.nz

Share Registrar

Chorus' share registrar in New Zealand and Australia is Computershare.

You can manage your shareholding online via the Computershare investor centre. To change your address, update your payment instructions and to view your investment portfolio including transactions, please visit www.investorcentre.com/nz.

The addresses for the share registrar are:

New Zealand

Computershare Investor Services Limited
Private Bag 92119
Victoria Street West
Auckland 1142
New Zealand

Phone: +64 9 488 8777
Fax: +64 9 488 8787
Email: enquiry@computershare.co.nz
www.investorcentre.com/nz

Australia

Computershare Investor Services Pty Limited
GPO Box 3329
Melbourne 3001
Australia

Freephone: 1 800 501 366
Fax: +61 3 9473 2500
Email: enquiry@computershare.co.nz
www.investorcentre.com/nz

Presentations

A copy of the presentations from the Annual Meeting will be available for viewing on Chorus' website after the conclusion of the Annual Meeting.

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119 Auckland 1142 New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Chorus Limited (Chorus) Annual Meeting Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information Control Number: _____ CSN/Shareholder Number: _____ PLEASE NOTE: You will need your CSN/Shareholder Number and New Zealand Postcode/Country of Residence to appoint a proxy online.		
For your proxy to be effective it must be received by 10:30am (New Zealand time) Wednesday 4 November 2020.		
VIRTUAL MEETING		
Due to the ongoing public health restrictions relating to the spread of COVID-19, Chorus will hold its Annual Meeting as a virtual annual meeting. All shareholders will have the opportunity to attend and participate in the 2020 Annual Meeting via an internet connection (using a computer, laptop, tablet or smartphone). The virtual meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide 2020 that accompanies this Proxy/Voting Form.		

How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the virtual meeting, you may appoint a proxy. To do this, enter the name of your proxy in the space allocated in 'Step 1' of this form. You must name a proxy for your appointment to be valid.

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose, except for a director (or associated person of a director) who will abstain from voting any undirected proxy on the resolutions. If you mark more than one box on an item of business your vote will be invalid on that item.

Appointing the Chair or any other director as your proxy

The Chair of the meeting, or any other Chorus director, is willing to act as proxy for any shareholder who wishes to appoint her or him to vote on their behalf. To appoint the Chair of the meeting or a director as your proxy enter 'the Chair' or the name of the director you wish to appoint in the space allocated in 'Step 1' of this form.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the virtual meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

Attending the Meeting Virtually

If you propose to attend the meeting, please read the enclosed Virtual Meeting Guide prior to the meeting. You can participate in the meeting virtually through the web platform web.lumiagm.com and entering the meeting ID 377-187-840. You will be able to view presentations, ask questions and cast your vote from your own computer, mobile or similar device. For any assistance with the process, please contact Computershare on +64 9 488 8777 between 8.30am-5.00pm Monday to Friday.

Signing Instructions for Postal Proxies

Individual

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

Joint Holding

At least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder will prevail.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a certified copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Companies

This Proxy Form 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.

Comments & Questions

If you have any comments or questions for Chorus, please write them on a separate sheet of paper and return them with this form, or email company.secretary@chorus.co.nz.

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Chorus Limited

appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at Chorus' **Annual Meeting of shareholders to be held virtually at web.lumiagm.com on 6 November 2020 at 10:30am (New Zealand time)** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions

Please note: If you mark abstain for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority. If you do not mark a box your proxy may vote as they choose, except for a director (or associated person of a director) who will abstain from voting any undirected proxy on the resolutions.

Resolutions	For	Against	Abstain	Proxy Discretion
Item 1 That Ms Prue Flacks be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 That Mr Jack Matthews be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 That Ms Kate Jorgensen be elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Auditor Fees and Expenses				
Item 4 That the Board of Chorus Limited be authorised to fix the fees and expenses of KPMG as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your proxy is not the Chairman of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ **and (Email):** _____

SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1 <input type="text"/>	Shareholder 2 (if applicable) <input type="text"/>	Shareholder 3 (if applicable) <input type="text"/>
Individual/Authorised officer or attorney	Individual/Authorised officer or attorney	Individual/Authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____





VIRTUAL MEETING GUIDE

Virtual entry to the Annual Meeting will open at 10.00AM NZT on Friday 6 November 2020, with the meeting commencing at 10.30AM NZT.

Virtual meetings are accessible on both desktop and mobile devices. In order to participate, you will need to visit web.lumiagm.com on your desktop or mobile device. You will need to ensure that your browser is compatible – Lumi AGM supports the latest versions of Chrome, Safari, Internet Explorer, Edge and Firefox.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (New Zealand time).

VOTING AT A GLANCE


STEP 1

Open Lumi AGM and enter the Meeting ID shown in top right corner

STEP 2

Enter your username and password (CSN/Holder Number and postcode)

STEP 3

When the poll is opened, click  and select your desired voting direction

LOGGING IN

To log in, you must have the following information (which can be found on your Shareholder's Voting and Proxy Form) or you can log in as a guest if you are not a shareholder in Chorus Limited. Please note, if you have logged in as a guest you will not be able to ask any questions or vote.

NEW ZEALAND RESIDENTS

Username (CSN or Holder number) and password (postcode).

OVERSEAS RESIDENTS

Username (CSN or Holder Number); and Password (three-character ISO3 country code) e.g. AUS is the ISO3 code for Australia.

You can find a full list at www.computershare.com/iso3

APPOINTED PROXIES

A username and password will be provided prior to the meeting.

If you have not received your username and password, please contact Computershare on +64 9 488 8777 between 8.30am–5.00pm Monday to Friday (New Zealand time).

USING LUMI AGM

ACCESSING THE VIRTUAL MEETING

Once you have entered **web.lumiagm.com** into your internet browser, you'll be prompted to enter the Meeting ID and accept the terms and conditions.

You will then be required to enter your:


- > username (CSN or Holder number);
- > password (postcode, or country code for overseas residents)



NAVIGATING LUMI AGM

When successfully authenticated, the info screen will display. **i**

You can view meeting information, ask questions and watch the webcast.

If you would like to watch the webcast, press the broadcast icon  at the bottom of the screen.

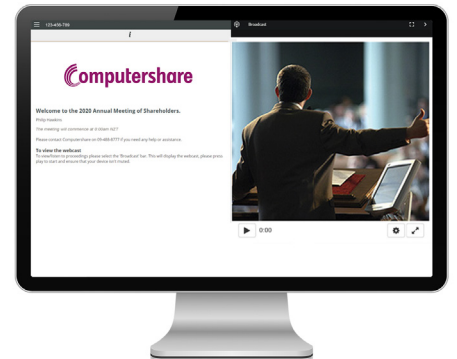


NAVIGATING LUMI AGM - DESKTOP


When successfully authenticated, the info screen will display. **i**

You can view meeting information, ask questions and watch the webcast.

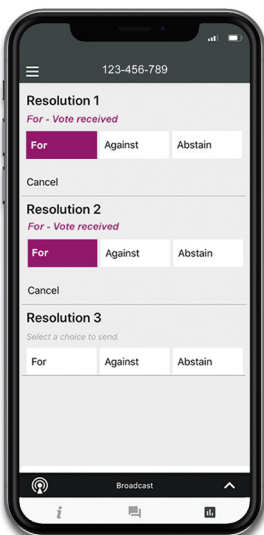
If you would like to watch the webcast, press the **▶** button to start the webcast.




VOTING IN LUMI AGM

Once the poll has been opened,  will appear on the navigation bar at the bottom of the screen—from here, the resolution and voting choices will be displayed.

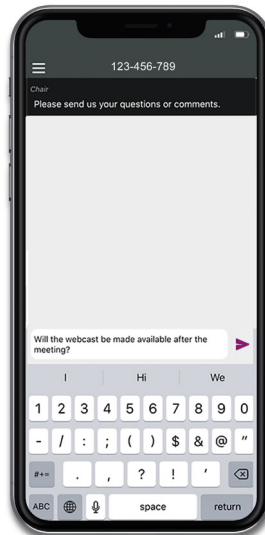
To vote, simply select your voting direction from the options shown on screen. To change your vote, simply select another direction—you can cancel your vote by clicking 'Cancel'.



ASKING QUESTIONS

Any shareholder or appointed proxy/representative attending the meeting is eligible to ask questions. If you would like to ask a question, select  then type and submit your question. It will be sent to the board for an answer.

Please note that not all questions may be able to be answered during the meeting. In this case, questions will be followed up by email after the meeting.



WATCHING THE WEBCAST

To watch the webcast, click the black broadcast bar on screen and push the **▶** button to start the webcast.

The video and/or slides will appear shortly after (dependent on the speed of your internet connection).

