



**NZ  
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**NEW ZEALAND  
MEDIA AND  
ENTERTAINMENT**

**NZME  
NOTICE OF ANNUAL  
SHAREHOLDERS'  
MEETING**

**KEEPING KIWIS IN THE KNOW**

# NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder,

NZME Limited (NZME) invites you to join us for our Annual Shareholders' Meeting.

The meeting will be held at the NZME iHeart Lounge, 2 Graham Street, Auckland 1010 and you can also participate online at [www.virtualmeeting.co.nz/nzm21](http://www.virtualmeeting.co.nz/nzm21) on **Friday 16 April 2021 at 3:00pm**.

## 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:

#### 1 Re-election of Director

##### Carol Campbell

It is hereby resolved, as an ordinary resolution, 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.

#### 2 Re-election of Director

##### David Gibson

It is hereby resolved, as an ordinary resolution, 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.

#### 3 Election of Director

##### Guy Horrocks

It is hereby resolved, as an ordinary resolution, that Guy Horrocks, who was appointed as a director by the Board after

As the safety of our team and shareholders is our number one priority, in the event that Covid-19 related restrictions are in place which prevent us from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Shareholders' Meeting. If this occurs, NZME will provide shareholders with notice through an announcement to the NZX and ASX.

the last Annual Shareholders' Meeting with effect from 8 February 2021, be elected as a Director of NZME.

Please see explanatory notes for further information.

#### 4 Auditor's remuneration

It is hereby resolved, as an ordinary resolution, that the Directors of NZME are authorised to fix the auditor's remuneration.

Please see explanatory notes for further information.

#### 4 General Business

To consider any other business that may be properly brought before the Annual Shareholders' Meeting.

On behalf of the Board



**Barbara Chapman**

Independent Chair  
16 March 2021

# 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 by shareholders at the Company's 2018 Annual Shareholders' Meeting. She has the full support of the Board.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the 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 a director of NZ Post Limited, Kiwibank Limited, T&G Global Limited, Asset Plus Limited, Chubb Insurance Limited and a number of other private companies.



## 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 by shareholders at the Company's 2018 Annual Shareholders' Meeting. He has the full support of the Board.

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

David Gibson has a strong background in strategy and finance with over 20 years' investment banking experience, including as Co-Head of Investment Banking in New Zealand for Deutsche Bank and Deutsche Craigs. During his finance career David advised on many of New Zealand's largest capital market transactions, including within the media industry. David is a director of Trustpower Limited, Goodman (NZ) Limited and Rangatira Limited. He is also a trustee for Diocesan School for Girls and has recently launched an e-commerce start-up Sidehustle Ecommerce Limited.



## Ordinary Resolution 3: Election of Director

### Guy Horrocks

NZME's constitution and the NZX Listing Rules require that a new director appointed by the Board must retire at the next Annual Shareholders' Meeting, but they may stand for election at that meeting.

As Guy Horrocks has been appointed since the most recent Annual Shareholders' Meeting, he is retiring from the Board and standing for election. He has the full support of the Board.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the 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. He is one of a number of high powered, experienced New Zealand entrepreneurs who've built internationally successful digital enterprises – only to return to New Zealand to escape the worst of the impacts of Covid-19 on their adopted homes. With clients including Expedia, DreamWorks, HBO, OREO, CNN, Time Magazine as well as The New Zealand Herald, Guy helped launch over 100 mobile apps with his award-winning mobile agency Carnival Labs, many of which were featured by Apple. Guy has since launched a new real-time data warehouse called SOLVE.

# EXPLANATORY NOTES

## 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 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' remuneration for the 2021 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 on Wednesday 14 April 2021. 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: [www.virtualmeeting.co.nz/nzm21](http://www.virtualmeeting.co.nz/nzm21)

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.

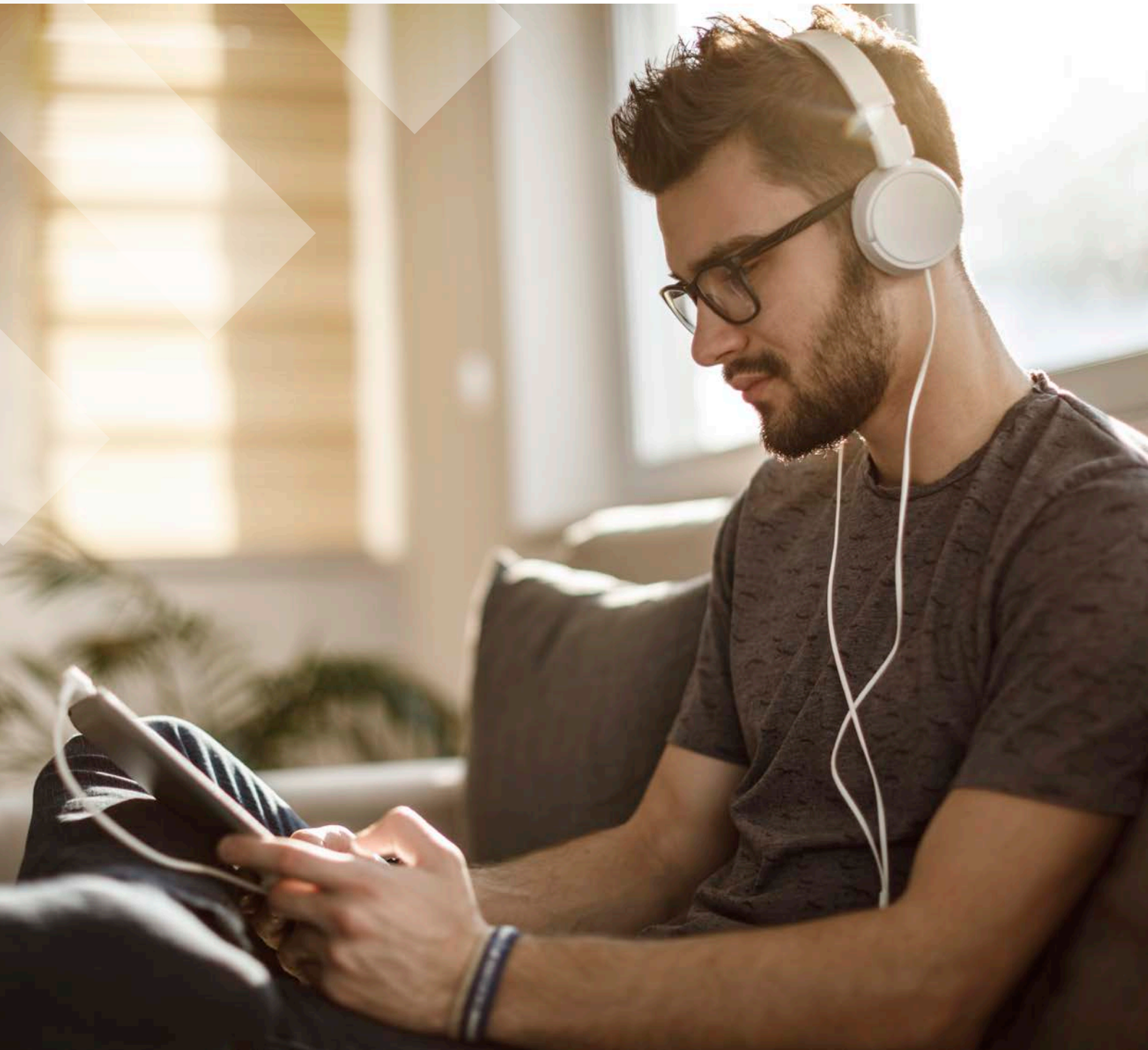
Your completed copy of the postal vote/proxy form must be received by Link Market Services Limited, or your online appointment or vote completed, no later than 3:00pm on Wednesday 14 April 2021, 48 hours before the Annual Shareholders' Meeting. Postal vote/proxy forms received after this time will not be valid for the Annual Shareholders' Meeting.

If attending in person, please bring the enclosed form to the meeting. The barcode is required for registration.

# PROCEDURAL NOTES

## Questions

Shareholders attending the Annual Shareholders' 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](https://vote.linkmarketservices.com/NZM) or send your question in advance to [companysecretary@nzme.co.nz](mailto:companysecretary@nzme.co.nz). Questions must be submitted by 3.00pm on Wednesday 14 April 2021. The main themes will be aggregated and responded to at the meeting. NZME reserves the right not to address questions that, in the Chair's opinion, are not reasonable in the context of an annual shareholders' meeting.



 The New Zealand Herald

THE COUNTRY

The Northern Advocate

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Kapiti News

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HASTINGS Leader

 nzherald.co.nz

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Hawke's Bay TODAY

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NEW ZEALAND Education Gazette TUMUTUHU KOREKO

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