

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

Email: company.secretary@chorus.co.nz

STOCK EXCHANGE ANNOUNCEMENT

21 September 2021

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' 2021 Annual Shareholders' Meeting will be held as a virtual meeting on Wednesday 27 October at 12.00pm (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
Chief Corporate Officer & General Counsel

ENDS

For further information:

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

Steve Pettigrew
Head of External Communications
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notice of annual meeting 2021

Chorus Limited's 2021 annual meeting of shareholders will be held via a virtual meeting

Where

Online via Computershare's
online meeting platform:

<https://meetnow.global/nz>

When

Wednesday
27 October 2021
commencing at 12.00pm
(New Zealand time)

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

Important dates

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

25 October 2021, 12.00pm

Latest time for receipt of Proxy Forms

25 October 2021, 5.00pm

Record date for voting entitlements for the Annual Meeting

27 October 2021, 12.00pm

Annual Meeting

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 Mr Patrick Strange be re-elected as a Chorus director.
2. That Mr Murray Jordan be re-elected as a Chorus director.
3. That Ms Miriam Dean 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
Chief Corporate Officer & General Counsel
21 September 2021



Patrick Strange

BE (Hons), PhD

Chair

Director since 6 April 2015

Independent

Patrick has spent 30 years working as a senior executive and director in both private and listed companies, including more than six years as Chief Executive of Transpower where he oversaw Transpower's \$3.8 billion of essential investment in the National Grid. Patrick is currently chair of Auckland International Airport, and a director of Mercury NZ.

Patrick is chair of our Nominations and Corporate Governance Committee.



Murray Jordan

MProp

Director since 1 September 2015

Independent

Murray has extensive experience in the management of highly customer focused organisations and in navigating extremely complex environments, including as managing director of Foodstuffs North Island, one of New Zealand's largest companies.

Murray has also previously held various general manager positions at Foodstuffs and management roles in the property investment and development sectors. He is a director of Metlifecare, Metcash Limited (an ASX listed company), Southern Cross Medical Care Society, Southern Cross Healthcare Limited, SkyCity and Stevenson Group, and a Board trustee of Starship Foundation.

Murray is chair of our People, Performance and Culture Committee.



Miriam Dean

CNZM QC

Independent

As a Queen's Counsel and independent director, Miriam has more than 38 years' experience in commercial dispute resolution and 25 years' experience in governance, with a specialty in competition, consumer and regulatory law.

Miriam has also built up significant experience in the infrastructure and regulatory sectors, most notably as a current director of Ōtākaro Limited (the Crown-owned company responsible for the central city anchor projects following the Canterbury earthquakes); as a former director of Crown Infrastructure Partners (the Government organisation managing the rollout of New Zealand's ultra-fast broadband); as a former deputy chair of Auckland Council Investments; and as a former deputy chair of the Commerce Commission.

Miriam is also currently chair of the Banking Ombudsman Scheme, deputy chair of the Real Estate Institute of New Zealand, and a member of a number of central and local government-related advisory boards. In addition, she is regularly asked to carry out government and non-government inquiries and reviews.

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, Patrick Strange and Murray Jordan, who were last elected at the 2018 Annual Meeting, are retiring from office at this year's Annual Meeting and offer themselves for re-election.

Mr Strange and Mr Jordan 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 Mr Strange and Mr Jordan is an independent director.

In addition, Miriam Dean is proposed by the Board for appointment as a Chorus director. The Board fully endorses Ms Dean's appointment and unanimously recommends that shareholders vote in favour of her election. The Board has determined that Ms Dean would be 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 2021 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.

How to attend the meeting

Shareholders can attend the meeting virtually through the Computershare meeting platform <https://meetnow.global/nz>.

To access the meeting, click 'Go' under the Chorus meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari, Edge or Firefox to access the meeting. Please ensure your browser is compatible.

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 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 Monday, 25 October 2021.

Casting your vote

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

- Before the Annual Meeting:** If you wish, you can vote prior to the Annual Meeting (up until 12pm on Monday, 25 October 2021) on the website of Chorus' share registry, Computershare Investor Services Limited at: www.investorvote.co.nz
- At the Annual Meeting:** If you wish, you can vote at the Annual Meeting at: <https://meetnow.global/nz>
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.
- 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 12pm on Monday 25 October 2021. 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 able 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 25 October 2021, 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, Chief Corporate Officer & General Counsel, at the following addresses:

Elaine Campbell
Chief Corporate Officer & General Counsel
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 12.00pm (New Zealand time) Monday 25 October 2021.

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 2021 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 2021 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 <https://meetnow.global/nz> and entering the meeting. 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.

Go online 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 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 <https://meetnow.global/nz> on Wednesday, 27 October 2021 at 12:00pm (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 Patrick Strange be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	That Murray Jordan be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	That Miriam Dean 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"/>
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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

Individual/Authorised officer or attorney

Shareholder 2 (if applicable)

Individual/Authorised officer or attorney

Shareholder 3 (if applicable)

Individual/Authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

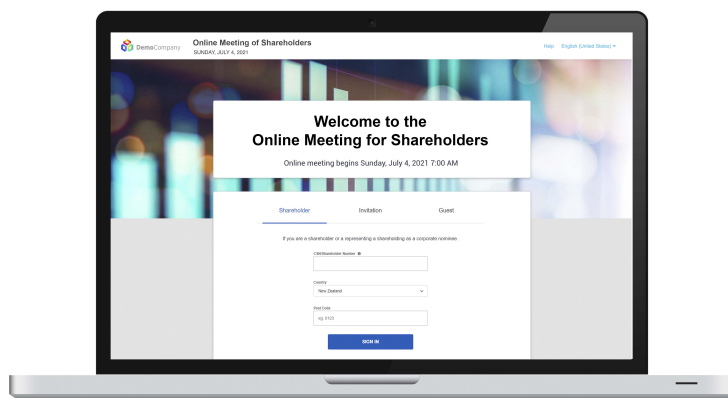
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.



Visit <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.