



NEW ZEALAND
MEDIA AND
ENTERTAINMENT

NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

**TO BE HELD 11 APRIL 2022 ONLINE AT
WWW.VIRTUALMEETING.CO.NZ/NZM22**

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 online at www.virtualmeeting.co.nz/nzm22 on **Monday 11 April 2022** 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:

Ordinary Resolution 1:

Re-election of Director Sussan Turner

That Sussan Turner, 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.

Ordinary Resolution 2:

Auditor's remuneration

That the Directors of NZME are authorised to fix the auditor's remuneration.

Please see explanatory notes for further information.

4. Matter raised by shareholders for discussion

NZME advertising and editorial policy independence raised by shareholders who are members of the New Zealand Free Speech Union.

5. 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
14 March 2022

EXPLANATORY NOTES



Ordinary Resolution 1: Re-election of Director Sussan Turner

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.

Sussan Turner was last elected by shareholders at the Company's 2019 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 Sussan Turner qualifies as an independent director.

Sussan is a member of the Governance & Remuneration Committee of the NZME Board.

For the past 25 years Sussan has held senior leadership roles across media companies including Group CEO of MediaWorks, Managing Director of Radio Otago and CEO of RadioWorks. She is currently Group CEO of Aspire2 Group Limited, one of the leading private tertiary education groups in New Zealand. Sussan is passionate about building executive teams and company culture. She has extensive experience as a director and is currently Pro Chancellor of Auckland University of Technology and Director of Aspire2 Group Limited.

Ordinary Resolution 2: 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 2022 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 Thursday 7 April 2022. 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/nzm22

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>

EXPLANATORY NOTES

Voting and Proxies

Your right to vote may be exercised by:

- (a) 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 online 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 Saturday 9 April 2022, 48 hours before the Annual Shareholders' Meeting. Postal vote/proxy forms received after this time will not be valid for the Annual Shareholders' Meeting.

QUESTIONS

Shareholders attending and 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 or send your question in advance to companysecretary@nzme.co.nz. Questions must be submitted by 3.00pm on Saturday 9 April 2022. 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

THE
HITS

DRIVEN

 travel

VIVA

 OneRoof

Coast

NewstalkZB

HOROWHENUA
CHRONICLE

ROTORUA

Daily Post

GOLD

Taupo & Turangi
Weekender

 Herald on Sunday

Hawke's Bay
TODAY

BusinessDesk.

 iHeartRADIO

Te Puke Times

 RADIO
HAURAKI

HASTINGS
Leader

HCPOST
HABAKI-COROMANDEL POST

 nzherald.co.nz

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NEW ZEALAND
Education Gazette
TOKITUKU ROHANGA

ZM

spy

WatchMe.

 be
well

ALTERNATIVE
COMMENTARY
COLLECTIVE

 Weekend Herald

ROTORUA
Weekender

Waikato Herald

Bay of Plenty Times

Whanganui Chronicle

Te Awamutu
Courier

essence

Manawatu
GUARDIAN

flava

BUSHTELEGRAPH
Tararua

Katikati Advertiser

The Northland Age

CHB
Mail

Kāpiti News

hokonui

NAPIER
Courier

 TimeOut

nzheraldfocus

Stratford
PRESS

Women's lifestyle
expo

HOME & LIFESTYLE
— SHOW —

WHANGANUI
MIDWEEK

 RESTAURANT HUB

EVERYONE'S
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NZ
ME.
NEW ZEALAND
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LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/NZM

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010
New Zealand

Mail:

Use the enclosed reply paid
envelope or address to:
Link Market Services Limited
PO Box 91976
Auckland 1142, New Zealand

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR NZME LIMITED 2022 ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting of NZME Limited (NZME) will be held at online via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/nzm22 on **Monday, 11 April 2022, commencing at 3:00pm** (New Zealand time).

The Annual Shareholders' Meeting will be conducted as a Virtual Meeting. Shareholders will only be able to participate virtually through the online portal. If you will be attending online, you will require your Holder Number for verification purposes.

If you propose NOT to attend the Annual Shareholders' Meeting online, but wish to vote by postal vote or appoint a proxy, please complete and return the Postal Vote/Proxy Form to Link Market Services no later than **3:00pm on Saturday, 9 April 2022**. Alternatively, proxy appointment or postal voting can be completed online by going to vote.linkmarketservices.com/NZM or by scanning the QR code above with your smartphone. Any Postal Vote/Proxy Form received or completed online after 3:00pm Saturday, 9 April 2022 will not be valid for the Annual Shareholders' Meeting.

Postal Vote

As a shareholder entitled to vote at the Annual Shareholders' Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. Please do not appoint a proxy if you are voting by portal vote. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

Appointment of proxy

Any shareholder of NZME entitled to attend and vote at the Annual Shareholders' Meeting may appoint a proxy to attend and vote in the place of that shareholder. A proxy need not be a shareholder of NZME. The Chair of the meeting is willing to act as proxy for any shareholder who appoints her for that purpose. If you appoint the Chair of the meeting as proxy, but do not direct the Chair how to vote on a resolution, then the Chair of the meeting will vote your shares in favour of that resolution. To appoint the Chair as your proxy, please write "Chair of the Meeting" in the space marked "Full Name" on the Postal Vote/Proxy Form.

If, in appointing a proxy, you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may vote in accordance with your express direction. Shareholders that have appointed a proxy may still attend the Annual Shareholders' Meeting online, but will not be able to vote as a proxy has been appointed.

Voting of your holding

If you appoint a proxy you may either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR give your proxy discretion to vote as he or she sees fit by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, or if you do not tick any box for a particular resolution, then the proxy may vote as he/she thinks fit or abstain from voting.

Attending the meeting

The 2022 Annual Meeting will be online only and Shareholders may attend at www.virtualmeeting.co.nz/nzm22. If you will be attending online, you will require your Holder Number for verification purposes.

A corporation which is a shareholder may appoint a representative to attend the Annual shareholders' Meeting on its behalf in the same manner as it could appoint a proxy.

Signing instructions for proxy forms

Individual Holding

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

Joint Holding

If you are joint holders of shares, either joint shareholder may sign this form.

Power of Attorney

If this form has been signed by an attorney, a copy of the power of attorney (unless it has already been deposited with Link Market Services Limited) and a signed certificate of non-revocation of the power of attorney must be returned to Link Market Services Limited.

Corporate Shareholder

If the shareholder is a company, this form must be signed on behalf of the company by a duly authorised person acting under the company's express or implied authority.

Go online to vote.linkmarketservices.com/NZM to vote or turn over to complete the Postal Vote/Proxy Form

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box).

My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We named above, being a shareholder of NZME Limited:

hereby appoint: _____ of _____
(Full Name) (E-mail address)

or: _____ of _____
(Full Name) (E-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of NZME Limited to be held on **Monday, 11 April 2022 commencing at 3:00pm** (New Zealand time), and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof).

STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Please note: For each resolution you must tick one box. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted in computing the required majority for that item. Proxy discretion is not applicable when voting by postal vote.

Resolutions

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

| | For | <i>Please indicate with a ✓</i> Against | Abstain | Proxy Discretion |
|--|--------------------------|--|--------------------------|--------------------------|
| 1. That Sussan Turner, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That the Directors of NZME are authorised to fix the auditor's remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting, via the virtual meeting platform at www.virtualmeeting.co.nz/nzm22 will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/NZM and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 3:00pm on Saturday, 9 April 2022. The Board will address and answer questions during the meeting.

Question:

STEP 4: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received this form by mail and wish to receive your future investor communications by email please provide your email address below.