

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

Email: company.secretary@chorus.co.nz

STOCK EXCHANGE ANNOUNCEMENT

20 September 2022

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/investor-info>

Chorus Limited's 2022 annual meeting of shareholders will be held as a hybrid meeting (in-person at Chorus' Wellington offices, and online through Computershare's meeting platform <https://meetnow.global/nz>) on Wednesday 26 October at 10.30am (New Zealand time).

All shareholders will be able to participate in the meeting, vote and ask questions. 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
Mobile +64 (27) 258 6257
Email: Steve.Pettigrew@chorus.co.nz

notice of annual meeting 2022

Chorus Limited's 2022 annual meeting of shareholders will be held as a hybrid meeting (in-person and online).

Where

In-person:
Chorus' Wellington office
Aon Centre
Level 10, 1 Willis Street
Wellington

Online:

via Computershare's online
meeting platform:

<https://meetnow.global/nz>

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

When

Wednesday
26 October 2022
commencing at 10.30am
(New Zealand time)

Important dates

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

24 October 2022, 10.30am

Latest time for receipt of Proxy Forms

24 October 2022, 5.00pm

Record date for voting entitlements for the Annual Meeting

26 October 2022, 10.30am

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 Mark Cross be re-elected as a Chorus director.
2. That Ms Sue Bailey be re-elected as a Chorus director.
3. That Mr Will Irving 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
20 September 2022

**Mark Cross**

BBS (Accounting & Finance), CA

Director since 1 November 2016

Independent

Mark is an experienced director with more than 20 years of international experience in corporate finance and investment banking.

Mark was chair of Milford Asset Management (retiring 1 July 2022) and is currently a board member and investment committee chair of Accident Compensation Corporation (ACC) and director of Xero. He is also a former director of Z Energy, Genesis Energy and Argosy Property.

Mark is chair of our Audit and Risk Management Committee.

The Board has appointed Mr Cross as the new Chair of Chorus following Patrick Strange's resignation. Subject to Mark's re-election at this year's Annual Meeting, his appointment as Chair takes effect from the end of the Annual Meeting. In accordance with NZX guidelines, once Mark becomes Chair, he will retire as chair of the Audit and Risk Management Committee.

**Sue Bailey**Graduate Diploma in Marketing
(with Distinction) from RMIT University

Director since 31 October 2019

Independent

Sue has over 30 years experience in telecommunications, across fixed telephony, mobile and broadband. She has worked for Telstra, Virgin Mobile and most recently for Optus where she was a member of the executive leadership team.

From 2010 to 2013, Sue was the CEO for Virgin Mobile Australia, a fully owned subsidiary of Optus. Prior to that, she was a Senior Vice President at Virgin Mobile USA where her responsibilities included product marketing, customer lifecycle management and analytics. Sue's career began in Telstra, where she held a range of marketing and product roles. Sue is a director of CareFlight and a member of the Australian Institute of Company Directors.

Sue is on our People, Performance and Culture Committee.

**Will Irving**

BCom LLB (Hons)

Independent

Will has more than 25 years of telecommunications industry experience having held a range of senior roles in the telecommunications industry in Australia ranging across strategy, wholesale, small and medium business customer sales and service and as a lawyer.

Currently, he is the Chief Strategy and Transformation Officer at NBN Co Limited in Australia, the company established to design, build and operate Australia's wholesale broadband access network.

Prior to this role, Will held wholesale and retail customer sales and service roles as Interim CEO of Telstra InfraCo, Group Executive of Telstra Wholesale and Group Managing Director of Telstra Business. Prior to his commercial management roles, Will was Group General Counsel of Telstra and before that held a range of legal roles, having commenced his legal career at what is now King & Wood Mallesons.

If elected, Will will be appointed to our 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, Mark Cross and Sue Bailey, who were last elected at the 2019 Annual Meeting, are retiring from office at this year's Annual Meeting and offer themselves for re-election.

Mr Cross and Ms Bailey 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 Cross and Ms Bailey is an independent director.

In addition, Will Irving is proposed by the Board for appointment as a Chorus director. The Board fully endorses Mr Irving's appointment and unanimously recommends that shareholders vote in favour of his election. The Board has determined that Mr Irving 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.

Attending the Annual Meeting - instructions

Shareholders can attend the meeting either in person at Chorus' Wellington offices, or virtually through the Computershare meeting platform <https://meetnow.global/nz>.

To access the meeting virtually, 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 attending virtually 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, 24 October 2022.

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 10.30am on Monday, 24 October 2022) 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 either;

In-person: If you wish you can attend the Annual Meeting and vote. Voting will be by way of poll. You must bring the Proxy/Voting form with you to vote.

Online at: <https://meetnow.global/nz>
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 10.30am on Monday 24 October 2022. 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 24 October 2022, 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 10.30am (New Zealand time) Monday, 24 October 2022.

HYBRID MEETING

All shareholders will have the opportunity to attend and participate in the 2022 Annual Meeting either in person at Chorus' Wellington offices (Aon Centre, Level 10, 1 Willis Street, Wellington) or online 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 2022 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 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. 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 (unless specifically prohibited from voting on a particular resolution). 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 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 online, 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 in person at Chorus' Wellington office and online at <https://meetnow.global/nz> on Wednesday, 26 October 2022 at 10:30am (New Zealand time)** and at any adjournment of that meeting.

STEP 2

Items of Business – Voting Instructions

Please note: If you do not mark a box your proxy may vote as they choose. 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 (unless specifically prohibited from voting on a particular resolution).

Resolutions

		For	Against	Abstain	Proxy Discretion
Item 1	That Mark Cross be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	That Sue Bailey be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	That Will Irving 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 _____

ATTENDANCE SLIP

C H ● R U S

Annual Meeting of shareholders to be held
in person at Chorus' Wellington office and online
at <https://meetnow.global/nz> on
Wednesday, 26 October 2022 at 10:30am
(New Zealand time).

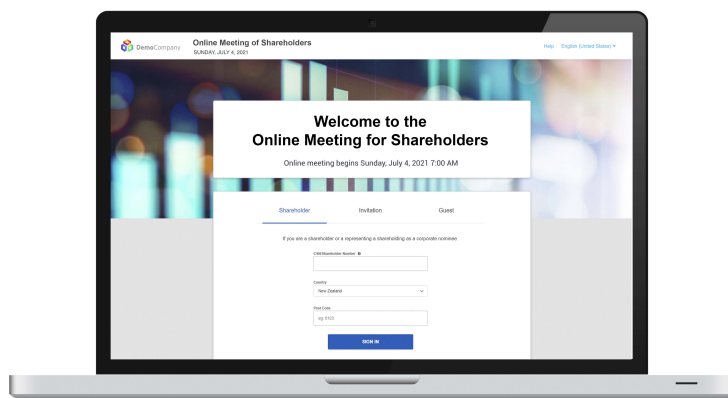
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

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.



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'.



Contact

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



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'.