



Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

Director or senior manager giving disclosure

Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

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|---|-----|
| Type of affected derivative: | N/A |
| Class of underlying financial products: | N/A |
| Details of affected derivative- | |
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any): | N/A |
| A statement as to whether the derivative is cash settled or physically settled: | N/A |
| Maturity date of the derivative (if any): | N/A |
| Expiry date of the derivative(if any): | N/A |
| The price specified in the terms of the derivative (if any): | N/A |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | N/A |
| <i>For that derivative,-</i> | |
| Parties to the derivative: | N/A |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: | N/A |

Details of transactions giving rise to acquisition or disposal

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|--|--|
| Total number of transactions to which notice relates: | One |
| Details of transactions requiring disclosure- | |
| Date of transaction: | 24 November 2016 |
| Nature of transaction: | Unrestricting of 79,973 restricted ordinary shares pursuant to the Restricted Share Scheme |
| Name of any other party or parties to the transaction (if known): | Spark Trustee Limited |
| The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration: | repayment of \$184,921.11 via a bonus payment from Spark NZ |
| Number of financial products to which the transaction related: | 79,973 restricted ordinary shares in Spark NZ |
| <i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i> | |
| Whether relevant interests were acquired or disposed of during a closed period: | N/A |
| Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period: | N/A |
| Date of the prior written clearance (if any): | N/A |

Summary of other relevant interests after acquisition or disposal:

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|---|--|
| Class of quoted financial products: | Ordinary shares |
| Nature of relevant interest: | Beneficial ownership of ordinary shares subject to restrictions under Spark New Zealand Long Term Incentive schemes, beneficial ownership of ordinary shares subject to restrictions under the Spark NZ Employee Share Purchase Scheme 2015 and legal ownership of ordinary shares |
| <i>For that relevant interest,-</i> | |
| Number held in class: | 176,780 restricted shares, 844 ordinary shares subject to restrictions under the Spark NZ Employee Share Purchase Scheme 2015 and 124,134 ordinary shares |
| Current registered holder(s): | Spark Trustee Limited, Jason Paris |
| <i>For a derivative relevant interest,-</i> | |
| Type of derivative: | N/A |
| Details of derivative,- | |
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any): | N/A |
| A statement as to whether the derivative is cash settled or physically settled: | N/A |
| Maturity date of the derivative (if any): | N/A |
| Expiry date of the derivative (if any): | N/A |
| The price's specified terms (if any): | N/A |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | N/A |
| <i>For that derivative relevant interest,-</i> | |
| Parties to the derivative: | N/A |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: | N/A |

Certification

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or officer:

Date of signature:


or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:

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| 24 November 2016 |
| Silvana Roest, Company Secretary |

Notes

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.