



NZ ME.

2017 NOTICE OF ANNUAL MEETING

NZME Central iHeart Lounge, 2-4 Graham Street, Auckland
Commencing at 3:00pm (NZT), Thursday 22 June 2017

Notice of Meeting

Dear Shareholder

NZME Limited (NZME) invites you to join us for our inaugural Annual Meeting of Shareholders as a company listed on the NZX Main Board (and on the ASX, as a foreign exempt listing).

The meeting will be held on Thursday 22 June 2017 at 3:00pm (NZT) at:

**NZME Central iHeart Lounge
2-4 Graham Street
Auckland
New Zealand***

The Directors invite shareholders to join them for afternoon tea from 2:30pm.

You may also listen to the meeting and view the presentation live on the day at www.nzme.co.nz/investor-relations/2017ASM. Please note this will not be interactive.

AGENDA

1. CHAIRPERSON'S ADDRESS

Sir John Anderson

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

It is hereby resolved, as an ordinary resolution, that Peter Cullinane, 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: 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 Meeting. You may send questions in advance to be addressed on the day to companysecretary@nzme.co.nz.

On behalf of the Board



Allison Whitney
Company Secretary
6 June 2017

* For a map please refer inside back cover

Explanatory Notes

RESOLUTION 1: RE-ELECTION OF DIRECTOR

NZME's constitution and the NZX Main Board Listing Rules require at least one third of the Directors (or the number nearest to one third) to retire by rotation at the annual meeting each year. Those Directors are, however, eligible for re-election at that meeting.

The Director who has been longest in office since his or her last election is ordinarily required to retire by rotation. As all of the Directors were elected on the same day and therefore have been in office for the same period of time, the Board has resolved that Peter Cullinane will retire by rotation. Peter Cullinane is standing for re-election with the full support of the Board.

As the former Chief Operating Officer of Saatchi & Saatchi (Worldwide), and its Chief Executive Officer (New Zealand) and Chairman (Australasia) for over eight years prior, Peter is widely respected in global advertising and marketing, and has extensive knowledge and expertise in both Australasian and global markets. Peter is the founder and Chairman of Lewis Road

Creamery Limited, and is also a Director of HT&E (listed on the ASX). Peter was previously on the Board of WPP AUNZ Limited and SKYCITY Entertainment Group.



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 the annual meeting. Shareholder approval is therefore sought for the Board to fix PricewaterhouseCoopers' remuneration for the following 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 (NZT) on 20 June 2017, and only the shares registered in those shareholders' names may be voted at the meeting.

VOTING AND PROXIES

Resolutions 1 and 2 to be considered at the meeting are ordinary resolutions and will be passed if 50% of the votes of shareholders entitled to vote and voting on the resolution are voted in favour of that resolution.

Your right to vote may be exercised by:

- (a) attending and voting in person;
- (b) submitting an online or postal vote; or
- (c) appointing a proxy (or representative) to attend in person and vote in your place.

You can cast a postal vote or appoint a proxy to attend the meeting and vote on

your behalf by completing and returning the enclosed voting/proxy form in accordance with the instructions set out on the form. 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 enclosed form must be received by NZME's share registrar, Link Market Services Limited, or your online appointment or vote completed, no later than **3:00pm (NZT) on 20 June 2017**, 48 hours before the Annual Meeting.

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

Location Map



PARKING

Limited metered parking is available on Graham and Hardinge Streets. Alternatively, the nearest car park building is the Fanshawe Street Parking Building located at 72-100 Fanshawe St.



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