



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

A handwritten signature in black ink, appearing to be 'Barbara Chapman', written over a horizontal line.

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
HAURAKI-COROMANDEL POST

 nzherald.co.nz

 canvas

NEW ZEALAND Education Gazette
TOKIOTOKU ROHEKO

ZM

spy

WatchMe.

 be well

ALTERNATIVE COMMENTARY COLLECTIVE

 Weekend Herald

ROTORUA Weekender

Waikato Herald

Bay of Plenty Times

Whanganui Chronicle

Te Awamutu Courier

essence

Manawatū 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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