



NEW ZEALAND  
MEDIA AND  
ENTERTAINMENT

# NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

**TO BE HELD 26 APRIL 2023 AT THE NZME IHEART LOUNGE,  
2 GRAHAM STREET, AUCKLAND CENTRAL AND ONLINE AT  
[VIRTUALMEETING.CO.NZ/NZM23](https://virtualmeeting.co.nz/nzm23)**

# NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder,

NZME Limited (**NZME**) invites you to join in person or online its 2023 Annual Shareholders' Meeting (the **Annual Shareholders' Meeting** or the **meeting**).

Notice is hereby given that the meeting will be held at the **NZME iHeart Lounge, 2 Graham Street, Auckland Central, Auckland 1010** and online at [virtualmeeting.co.nz/nzm23](https://virtualmeeting.co.nz/nzm23) on **Wednesday 26 April 2023 commencing at 3:00pm**.

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

## IMPORTANT DATES AND TIMES

All times are in New Zealand time.

Vote-eligibility date for voting entitlements for the Annual Shareholders' Meeting:  
**Friday 21 April 2023, 5:00pm**

Latest time for receipt of proxy voting forms:  
**Monday 24 April 2023, 3:00pm**

Annual Shareholders' Meeting:  
**Wednesday 26 April 2023, 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 Barbara Chapman

That Barbara Chapman, 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 be authorised to fix the fees and expenses of the auditor for the financial year ending 31 December 2023.

*Please see explanatory notes for further information.*

### 4. 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'.

**Barbara Chapman**  
Chairman  
24 March 2023

# EXPLANATORY NOTES



## **Ordinary Resolution 1: Re-election of Barbara Chapman**

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.

Barbara Chapman was last elected as a director of NZME by shareholders at NZME's 2020 Annual Shareholders' Meeting held on 11 June 2020, and being eligible, offers herself for re-election at the meeting. She has the full support of the NZME Board.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the NZME Board considers that Barbara Chapman qualifies as an independent director.

Barbara is the Chairman of the NZME Board and a member of the Audit & Risk Committee.

Barbara served as Chief Executive and Managing Director of ASB Bank Limited from 2011 until February 2018. She has extensive business experience gained through a successful career in banking and insurance. During her career she has held a number of senior and executive roles in retail banking, marketing, communications, human resources and life insurance. Barbara is passionate about people and culture, and promoting best practice in community, governance and sustainability. She is the Chairman of Genesis Energy Limited and holds an independent directorship on the board of Fletcher Building Limited and Bank of New Zealand. She is also Deputy Chair of The New Zealand Initiative and Patron of the New Zealand Rainbow Excellence Awards. Barbara was appointed Chairman of the NZME Board in June 2020.

## **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, an 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' fees and expenses for the 2023 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 Friday 21 April 2023**. 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: [virtualmeeting.co.nz/nzm23](https://virtualmeeting.co.nz/nzm23)

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.

# EXPLANATORY NOTES

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:

[bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf](https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf)

## Voting and Proxies

Your right to vote may be exercised by:

- (a) attending the meeting and voting in person or 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 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 Monday 24 April 2023, 48 hours before the meeting. Postal vote/proxy forms received after this time will not be valid for the meeting.

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

 The New Zealand Herald

THE COUNTRY

The Northern Advocate

THE HITS

DRIVEN

 travel

VIVA

OneRoof

Coast

NewstalkZB

HOROWHENUA CHRONICLE

ROTORUA

Daily Post

GOLD

GOLD SPORT

 HERALD ON SUNDAY

Hawke's Bay TODAY

BusinessDesk.

iHeartRADIO

Te Puke Times

 RADIO HAURAKI

HASTINGS Leader

HC POST

 nzherald.co.nz

canvas

NEW ZEALAND Education Gazette

ZM

Taupō & Tūrangi Herald

 radiowanaka

 RESTAURANT HUB

ROTORUA Weekender

CHB Mail

ALTERNATIVE COMMENTARY COLLECTIVE

Waikato Herald

Bay of Plenty Times

Whanganui Chronicle

Te Awamutu Courier

essence

Manawatū GUARDIAN

flava

BUSHTELEGRAPH Taranaki

Kaikōura Advertiser

The Northland Age

reset

Kāpiti News

WHANGANUI MIDWEEK

Women's lifestyle expo

spy

Weekend Herald

HOME & LIFESTYLE SHOW

hokonui

NAPIER Courier

 TimeOut

nzheraldfocus

Stratford PRESS

EVERYONE'S  
HERE.

NZ  
ME.  
NEW ZEALAND  
MEDIA AND  
ENTERTAINMENT